

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

TAILORED BRANDS, INC., *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 20-33900 (MI)  
)  
) (Jointly Administered)  
)

**DEBTORS' APPLICATION FOR  
ENTRY OF AN ORDER AUTHORIZING  
THE RETENTION AND EMPLOYMENT OF  
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS  
INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS  
AND DEBTORS IN POSSESSION EFFECTIVE AS OF AUGUST 2, 2020**

**THIS APPLICATION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN TWENTY-ONE DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.**

**REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY. .**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) file this application (the “Application”) for the entry of an order (the “Order”), substantially in the form attached hereto, authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “Kirkland”) as their attorneys effective as of the Petition Date (as defined herein). In support of this Application, the Debtors submit the declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis

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<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <http://cases.primeclerk.com/TailoredBrands>. The location of the Debtors’ service address in these chapter 11 cases is: 6100 Stevenson Boulevard, Fremont, California 94538.

LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), which is attached hereto as **Exhibit A**, and the declaration of Holly Etlin, the Chief Restructuring Officer of Tailored Brands, Inc., which is attached hereto as **Exhibit B** (the “Etlin Declaration”). In further support of this Application, the Debtors respectfully state as follows.

### **Jurisdiction and Venue**

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 327(a) and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Bankruptcy Rules 2014(a) and 2016, and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of Texas (the “Local Bankruptcy Rules”).

### **Background**

4. On August 2, 2020 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code. On August 3, 2020, the Court entered an order [Docket No. 41] authorizing the joint administration and procedural consolidation of the chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases. On August 11, 2020, the United States Trustee for the Southern

District of Texas (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Creditors’ Committee”) [Docket No. 242].

5. A description of the Debtors’ businesses, the reasons for commencing the chapter 11 cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the *Declaration of Holly Etlin in Support of Chapter 11 Petitions*, filed on August 2, 2020 [Docket No. 20], incorporated herein by reference.

### **Relief Requested**

6. By this Application, the Debtors seek entry of the Order authorizing the retention and employment of Kirkland as their attorneys in accordance with the terms and conditions set forth in that certain engagement letter between the Debtors and Kirkland effective as of August 2, 2020 (the “Engagement Letter”), a copy of which is attached hereto as Exhibit 1 to the Order and incorporated herein by reference.<sup>2</sup>

### **Kirkland’s Qualifications**

7. The Debtors seek to retain Kirkland because of Kirkland’s recognized expertise and extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

8. Kirkland has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: *In re Covia Holdings Corp.*, No. 20-33295 (DRJ) (Bankr. S.D. Tex. Aug. 3, 2020); *In re Chesapeake Energy Corp.*, No. 20-33233 (DRJ) (Bankr. S.D. Tex. July 20, 2020); *In re Stage Stores, Inc.*, No. 20-32564 (DRJ) (Bankr. S.D. Tex.

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<sup>2</sup> The Debtors also seek to employ and retain Jackson Walker LLP (“Jackson Walker”) as their conflicts counsel in connection with these chapter 11 cases to handle matters that the Debtors may encounter that cannot be handled appropriately by Kirkland because of a conflict of interest. It is intended that the services of Jackson Walker shall complement, and not duplicate, the services to be rendered by Kirkland. Moreover, the responsibilities of Jackson Walker shall be confined to discrete legal matters that are distinct from the matters handled by Kirkland. Jackson Walker shall act on its own and will not act under the direct supervision of Kirkland.

July 10, 2020); *In re J. C. Penney Co., Inc.*, No. 20-20182 (DRJ) (Bankr. S.D. Tex. July 2, 2020); *In re Ultra Petroleum Corp.*, No. 20-32631 (MI) (Bankr. S.D. Tex. June 29, 2020); *In re Neiman Marcus Grp. LTD LLC*, No. 20-32519 (DRJ) (Bankr. S.D. Tex. June 26, 2020); *In re Hornbeck Offshore Servs., Inc.*, No. 20-32679 (DRJ) (Bankr. S.D. Tex. June 18, 2020); *In re Whiting Petroleum Corp.*, No. 20-32021 (DRJ) (Bankr. S.D. Tex. May 6, 2020); *In re McDermott International, Inc.*, No. 20-30336 (DRJ) (Bankr. S.D. Tex. Feb. 24, 2020); *In re Sheridan Holding Company II, LLC*, No. 19-35198 (MI) (Bankr. S.D. Tex. Oct. 21, 2019); *In re Jones Energy, Inc., et al.*, No. 19-32112 (DRJ) (Bankr. S.D. Tex. Apr. 14, 2019); *In re Vanguard, Inc.*, No. 19-31786 (DRJ) (Bankr. S.D. Tex. Mar. 31, 2019); *In re Parker Drilling Co.*, No. 18-36958 (MI) (Bankr. S.D. Tex. Jan. 3, 2019).<sup>3</sup>

9. In preparing for its representation of the Debtors in these chapter 11 cases, Kirkland has become familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of these chapter 11 cases. The Debtors believe that Kirkland is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

#### **Services to Be Provided**

10. Subject to further order of the Court, and consistent with the Engagement Letter, the Debtors request the retention and employment of Kirkland to render the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

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<sup>3</sup> Because of the voluminous nature of the orders cited in this Application, they are not attached to this Application. Copies of these orders are available upon request to Kirkland.

- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

#### **Professional Compensation**

11. Kirkland intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Kirkland will use in

these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Kirkland uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters typically are national in scope and involve great complexity, high stakes, and severe time pressures.

12. Kirkland operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

13. Kirkland's current hourly rates for matters related to these chapter 11 cases range as follows:<sup>4</sup>

<b>Billing Category<sup>5</sup></b>	<b>U.S. Range</b>
Partners	\$1,075-\$1,845
Of Counsel	\$625-\$1,845
Associates	\$610-\$1,165
Paraprofessionals	\$245-\$460

14. Kirkland's hourly rates are set at a level designed to compensate Kirkland fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly

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<sup>4</sup> For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing rates listed in the chart herein. While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

<sup>5</sup> Although Kirkland does not anticipate using contract attorneys during these chapter 11 cases, in the unlikely event that it becomes necessary to use contract attorneys, Kirkland will not charge a markup to the Debtors with respect to fees billed by such attorneys. Any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by Kirkland will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.<sup>6</sup>

15. Kirkland represented the Debtors during the four-month period before the Petition Date, using the hourly rates listed above and in the Sussberg Declaration. Moreover, these hourly rates are consistent with the rates that Kirkland charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

16. The rate structure provided by Kirkland is appropriate and not significantly different from (a) the rates that Kirkland charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Kirkland will perform in these chapter 11 cases.

17. It is Kirkland's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Kirkland's policy to charge its clients only the amount actually incurred by Kirkland in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

18. To ensure compliance with all applicable deadlines in these chapter 11 cases, from time to time Kirkland utilizes the services of overtime secretaries. Kirkland charges fees for these services pursuant to the Engagement Letter, which permits Kirkland to bill the Debtors for

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<sup>6</sup> For example, like many of its peer law firms, Kirkland typically increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013). As set forth in the Order, Kirkland will provide ten business-days' notice to the Debtors, the U.S. Trustee, and the Creditors' Committee before implementing any periodic increases, and shall file any such notice with the Court.

overtime secretarial charges that arise out of business necessity. In addition, Kirkland professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

19. Kirkland currently charges the Debtors \$0.16 per page for standard duplication in its offices in the United States. Kirkland does not charge its clients for incoming facsimile transmissions. Kirkland has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

#### **Compensation Received by Kirkland from the Debtors**

20. Per the terms of the Engagement Letter, on March 27, 2020, the Debtors paid \$1,000,000.00 to Kirkland, which, as stated in the Engagement Letter, constituted an “advance payment retainer” as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct and *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007). Subsequently, the Debtors paid to Kirkland additional advance payment retainer totaling \$2,070,000.00 in the aggregate. As stated in the Engagement Letter, any advance payment retainer is earned by Kirkland upon receipt, any advance payment retainer becomes the property of Kirkland upon receipt, the Debtors no longer have a property interest in any advance payment retainer upon Kirkland’s receipt, any advance payment retainer will be placed in Kirkland’s general account and will not be held in a client trust account, and the Debtors will not earn any interest on any advance payment retainer.<sup>7</sup>

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<sup>7</sup> The Engagement Letter permits Kirkland to retain any prepetition advance payment retainer held by Kirkland as of the Petition Date rather than applying such prepetition advance payment retainer to pay postpetition fees and expenses. In light of the facts and circumstances of these chapter 11 cases, Kirkland will retain any prepetition

21. Pursuant to Bankruptcy Rule 2016(b), Kirkland has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Kirkland or (b) any compensation another person or party has received or may receive.

22. As of the Petition Date, the Debtors did not owe Kirkland any amounts for legal services rendered before the Petition Date. Although certain expenses and fees may have been incurred but not yet applied to Kirkland's advance payment retainer, the amount of Kirkland's advance payment retainer always exceeded any amounts listed or to be listed on statements describing services rendered and expenses incurred (on a "rates times hours" and "dates of expenses incurred" basis) prior to the Petition Date.

#### **Kirkland's Disinterestedness**

23. To the best of the Debtors' knowledge and as disclosed herein and in the Sussberg Declaration, (a) Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Sussberg Declaration.

24. Kirkland will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts to

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advance payment retainer held by Kirkland as of the Petition Date and will not apply any such amounts to postpetition fees and expenses.

identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

**Supporting Authority**

25. The Debtors seek retention of Kirkland as their attorneys pursuant to section 327(a) of the Bankruptcy Code, which provides that a debtor, subject to Court approval:

[M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor] in carrying out the [debtor]'s duties under this title.

11 U.S.C. § 327(a).

26. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

27. The Debtors submit that for all the reasons stated above and in the Sussberg Declaration, the retention and employment of Kirkland as counsel to the Debtors is warranted. Further, as stated in the Sussberg Declaration, Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Sussberg Declaration.

**Notice**

28. The Debtors have provided notice of this Application to the following parties: (a) the U.S. Trustee; (b) entities listed as holding the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) the Prepetition ABL Agent and the DIP Agent, and counsel thereto; (d) the agent under the Debtors' prepetition term loan facility and counsel thereto; (e) counsel to term lenders under the Debtors' prepetition term loan facility; (f) the indenture trustee for The Men's Wearhouse, Inc. 7.00% Senior Notes due 2022, and counsel thereto; (g) the Office of the United States Attorney for the Southern District of Texas; (h) the state attorneys general for states in which the Debtors conduct business; (i) the Internal Revenue Service; (j) the Securities and Exchange Commission; (k) the Environmental Protection Agency; and (l) any party that has requested notice pursuant to Bankruptcy Rule 2002. A copy of this Application is also available on the website of the Debtors' notice and claims agent at <https://cases.primeclerk.com/TailoredBrands>. In light of the nature of the relief requested, the Debtors submit that no other or further notice is required.

**No Prior Request**

29. No prior request for the relief sought in this Application has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter the Order, substantially in the form attached hereto, granting the relief requested herein and granting such other relief as is just and proper.

Dated: September 1, 2020  
Houston, Texas

/s/ Holly Etlin

Holly Etlin  
Tailored Brands, Inc.  
Chief Restructuring Officer

**EXHIBIT A**

**Sussberg Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:

TAILORED BRANDS, INC., *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)  
) Case No. 20-33900 (MI)  
)  
) (Jointly Administered)  
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**DECLARATION OF JOSHUA A. SUSSBERG IN SUPPORT OF THE  
DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING  
THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP  
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE  
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF AUGUST 2, 2020**

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I, Joshua A. Sussberg, being duly sworn, state the following under penalty of perjury:

1. I am the president of Joshua A. Sussberg, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York 100222, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, "Kirkland"). I am one of the lead attorneys from Kirkland working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in New York. There are no disciplinary proceedings pending against me.

2. I submit this declaration (the "Declaration") in support of the Debtors' *Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession*

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<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <http://cases.primeclerk.com/TailoredBrands>. The location of the Debtors' service address in these chapter 11 cases is: 6100 Stevenson Boulevard, Fremont, California 94538.

*Effective as of August 2, 2020* (the “Application”).<sup>2</sup> Except as otherwise noted, I have personal knowledge of the matters set forth herein.

**Kirkland’s Qualifications**

4. The Debtors seek to retain Kirkland because of Kirkland’s recognized expertise and extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

5. Kirkland has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: *In re Covia Holdings Corp.*, No. 20-33295 (DRJ) (Bankr. S.D. Tex. Aug. 3, 2020); *In re Chesapeake Energy Corp.*, No. 20-33233 (DRJ) (Bankr. S.D. Tex. July 20, 2020); *In re Stage Stores, Inc.*, No. 20-32564 (DRJ) (Bankr. S.D. Tex. July 10, 2020); *In re J. C. Penney Co., Inc.*, No. 20-20182 (DRJ) (Bankr. S.D. Tex. July 2, 2020); *In re Ultra Petroleum Corp.*, No. 20-32631 (MI) (Bankr. S.D. Tex. June 29, 2020); *In re Neiman Marcus Grp. LTD LLC*, No. 20-32519 (DRJ) (Bankr. S.D. Tex. June 26, 2020); *In re Hornbeck Offshore Servs., Inc.*, No. 20-32679 (DRJ) (Bankr. S.D. Tex. June 18, 2020); *In re Whiting Petroleum Corp.*, No. 20-32021 (DRJ) (Bankr. S.D. Tex. May 6, 2020); *In re McDermott International, Inc.*, No. 20-30336 (DRJ) (Bankr. S.D. Tex. Feb. 24, 2020); *In re Sheridan Holding Company II, LLC*, No. 19-35198 (MI) (Bankr. S.D. Tex. Oct. 21, 2019); *In re Jones Energy, Inc., et al.*, No. 19-32112 (DRJ) (Bankr. S.D. Tex. Apr. 14, 2019); *In re Vanguard, Inc.*, No. 19-31786 (DRJ) (Bankr. S.D. Tex. Mar. 31, 2019); *In re Parker Drilling Co.*, No. 18-36958 (MI) (Bankr. S.D. Tex. Jan. 3, 2019).<sup>3</sup>

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

<sup>3</sup> Because of the voluminous nature of the orders cited in this Declaration, they are not attached to this Declaration. Copies of these orders are available upon request to Kirkland.

6. In preparing for its representation of the Debtors in these chapter 11 cases, Kirkland has become familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of these chapter 11 cases. I believe that Kirkland is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

**Services to Be Provided**

7. Subject to further order of the Court and that certain engagement letter dated March 20, 2020 (the "Engagement Letter"), a copy of which is attached as Exhibit 1 to the Order, the Debtors retained Kirkland to render, without limitation, the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtor in possession in the continued management and operation of its businesses and properties;
- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;

- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

### **Professional Compensation**

8. Kirkland intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Kirkland will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Kirkland uses in other debtor representations, and are comparable to the hourly rates and corresponding rate structure that Kirkland uses for complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters typically are national in scope and involve great complexity, high stakes, and severe time pressures.

9. Kirkland operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

10. Kirkland's current hourly rates for matters related to these chapter 11 cases range as follows:<sup>4</sup>

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<sup>4</sup> For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable

<b>Billing Category<sup>5</sup></b>	<b>U.S. Range</b>
Partners	\$1,075-\$1,845
Of Counsel	\$625-\$1,845
Associates	\$610-\$1,165
Paraprofessionals	\$245-\$460

11. Kirkland's hourly rates are set at a level designed to compensate Kirkland fairly for the work of its attorneys and paralegals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.<sup>6</sup>

12. It is Kirkland's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Kirkland's policy to charge its clients only the amount actually incurred by Kirkland in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

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conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing rates listed in the chart herein. While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, and if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

<sup>5</sup> Although Kirkland does not anticipate using contract attorneys during these chapter 11 cases, in the unlikely event that it becomes necessary to use contract attorneys, Kirkland will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by Kirkland will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

<sup>6</sup> For example, like many of its peer law firms, Kirkland typically increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013). As set forth in the Order, Kirkland will provide ten business days' notice to the Debtors, the U.S. Trustee, and the Creditors' Committee before implementing any periodic increases, and shall file such notice with the Court.

13. To ensure compliance with all applicable deadlines in these chapter 11 cases, Kirkland utilizes the services of overtime secretaries. Kirkland charges fees for these services pursuant to the Engagement Letter between Kirkland and the Debtors, which permits Kirkland to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, Kirkland professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

14. Kirkland currently charges the Debtors \$0.16 per page for standard duplication in its offices in the United States. Kirkland does not charge its clients for incoming facsimile transmissions. Kirkland has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

#### **Compensation Received by Kirkland from the Debtors**

15. Per the terms of the Engagement Letter, on March 27, 2020, the Debtors paid \$1,000,000 to Kirkland, which, as stated in the Engagement Letter, constituted an “advance payment retainer” as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct and *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007). Subsequently, the Debtors paid to Kirkland additional advance payment retainer totaling \$2,070,000.00 in the aggregate. As stated in the Engagement Letter, any advance payment retainer is earned by Kirkland upon receipt; any advance payment retainer becomes the property of Kirkland upon receipt; the Debtors no longer have a property interest in any advance payment retainer upon Kirkland’s receipt; any advance payment retainer will be placed in Kirkland’s general account and

will not be held in a client trust account; and the Debtors will not earn any interest on any advance payment retainer.<sup>7</sup>

16. As of the Petition Date, the Debtors did not owe Kirkland any amounts for legal services rendered before the Petition Date. Although certain expenses and fees may have been incurred, but not yet applied to Kirkland's advance payment retainer, Kirkland's total advance payment retainer always exceeded any amounts listed or to be listed on statements describing services rendered and expenses incurred (on a "rates times hours" and "dates of expenses incurred" basis) prior to the Petition Date.

17. Pursuant to Bankruptcy Rule 2016(b), Kirkland has not shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Kirkland or (b) any compensation another person or party has received or may receive.

#### **Statement Regarding U.S. Trustee Guidelines**

18. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* by

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<sup>7</sup> The Engagement Letter permits Kirkland to retain any prepetition advance payment retainer held by Kirkland as of the Petition Date rather than applying such prepetition advance payment retainer to pay postpetition fees and expenses. In light of the facts and circumstances of these chapter 11 cases, Kirkland will retain any prepetition advance payment retainer held by Kirkland as of the Petition Date and will not apply any such amounts to postpetition fees and expenses.

*Attorneys in Larger Chapter 11 Cases Effective As of November 1, 2013* (the “Revised UST Guidelines”), both in connection with this Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

**Attorney Statement Pursuant to Revised UST Guidelines**

19. The following is provided in response to the request for additional information set forth in Paragraph D.1. of the Revised UST Guidelines:

- a. **Question:** Did Kirkland agree to any variations from, or alternatives to, Kirkland’s standard billing arrangements for this engagement?

**Answer:** No. Kirkland and the Debtors have not agreed to any variations from, or alternatives to, Kirkland’s standard billing arrangements for this engagement. The rate structure provided by Kirkland is appropriate and is not significantly different from (a) the rates that Kirkland charges for other non-bankruptcy representations or (b) the rates of other comparably skilled professionals.

- b. **Question:** Do any of the Kirkland professionals in this engagement vary their rate based on the geographic location of the Debtors’ chapter 11 cases?

**Answer:** No. The hourly rates used by Kirkland in representing the Debtors are consistent with the rates that Kirkland charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

- c. **Question:** If Kirkland has represented the Debtors in the 12 months prepetition, disclose Kirkland’s billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If Kirkland’s billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

**Answer:** Kirkland's current hourly rates for services rendered on behalf of the Debtors range as follows:<sup>8</sup>

<b>Billing Category</b>	<b>U.S. Range</b>
Partners	\$1,075-\$1,845
Of Counsel	\$625-\$1,845
Associates	\$610-\$1,165
Paraprofessionals	\$245-\$460

- d. **Question:** Have the Debtors approved Kirkland's budget and staffing plan, and, if so, for what budget period?

**Answer:** Pursuant to the DIP Order,<sup>9</sup> professionals proposed to be retained by the Debtors are required to provide weekly estimates of fees and expenses incurred in these chapter 11 cases.

### **Kirkland's Disinterestedness**

20. In connection with its proposed retention by the Debtors in these chapter 11 cases, Kirkland undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, Kirkland obtained from the Debtors and their representatives the names of individuals and entities that may be parties in interest in these chapter 11 cases (the "Potential Parties in Interest") and such parties are listed on **Schedule 1** hereto. Kirkland has searched on its electronic database for its connections to the entities listed on **Schedule 1** hereto. In addition, after Kirkland identified all client connections with the parties in interest over a specified time period, Kirkland circulated a survey email to all Kirkland attorneys who billed 10 or more hours to such clients

<sup>8</sup> While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, and if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

<sup>9</sup> "DIP Order" means the *Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Secured Parties, (V) Modifying The Automatic Stay, (VI) Scheduling A Final Hearing, and (VII) Granting Related Relief* [Docket No. 85].

during the prior six years. Further, beyond the individual emails, Kirkland sent a daily report of new matters firm wide. All Kirkland attorneys are responsible for reviewing the daily report of new matters and raising any potential concerns with respect to new representations. All email responses were in connection with screens that have already been implemented. Additionally, to the extent that I have been able to ascertain that Kirkland has been retained within the last three years to represent any of the Potential Parties in Interest (or their affiliates, as the case may be) in matters unrelated to these cases, such facts are disclosed on **Schedule 2** attached hereto.

21. Kirkland and certain of its partners and associates may have in the past represented, may currently represent, and likely in the future will represent, entities that may be parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and these chapter 11 cases. Kirkland has searched on its electronic database for its connection to the entities listed on **Schedule 1** attached hereto. The information listed on **Schedule 1** may have changed without our knowledge and may change during the pendency of these chapter 11 cases. Accordingly, Kirkland will update this Declaration as necessary and when Kirkland becomes aware of additional material information. The following is a list of the categories that Kirkland has searched:<sup>10</sup>

<b><u>Schedule</u></b>	<b><u>Category</u></b>
1(a)	Debtor and Affiliated Non-Debtor Entities
1(b)	Current and Former Officers & Directors
1(c)	Equity Holders
1(d)	Banking Relationships
1(e)	Benefit and Insurance Providers
1(f)	Landlords & Sub-Tenants
1(g)	Largest Trade Vendors

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<sup>10</sup> Kirkland's inclusion of parties in the following Schedules is solely to illustrate Kirkland's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

- 1(h) Lenders
- 1(i) Letters of Credit, Surety Bond, and Utility Providers
- 1(j) Litigants
- 1(k) Ordinary Course Professionals
- 1(l) Partnerships
- 1(m) Professionals
- 1(n) Taxing Authorities
- 1(o) Trustee & Agent Counsel
- 1(p) U.S. Trustee Personnel, Judges, and court contacts for the Southern District of Texas (and key staff members)
- 1(q) UCC Lien Filer
- 1(r) Unions

22. To the best of my knowledge, (a) Kirkland is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in this Declaration.

23. Listed on **Schedule 2** to this Declaration are the results of Kirkland’s conflicts searches of the above-listed entities.<sup>11</sup> For the avoidance of doubt, Kirkland will not commence a cause of action in these chapter 11 cases against the entities listed on **Schedule 2** that are current clients of Kirkland (including entities listed below under the “Specific Disclosures” section of this Declaration) unless Kirkland has an applicable waiver on file or first receives a waiver from such

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<sup>11</sup> As referenced in **Schedule 2**, the term “current client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted in the 12 months preceding the Petition Date. As referenced in **Schedule 2**, the term “former client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted between 12 and 36 months preceding the Petition Date. As referenced in **Schedule 2**, the term “closed client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted in the 36 months preceding the Petition Date, but for which the client representation has been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Kirkland’s representation rather than its potential listing in Kirkland’s conflicts search system. The list generated from Kirkland’s conflicts search system is over-inclusive. As a general matter, Kirkland discloses connections with “former clients” or “closed clients” for whom time was posted in the last 36 months, but does not disclose connections if time was billed more than 36 months before the Petition Date.

entity allowing Kirkland to commence such an action. To the extent that a waiver does not exist or is not obtained from such entity and it is necessary for the Debtors to commence an action against that entity, the Debtors will be represented in such particular matter by conflicts counsel.<sup>12</sup>

24. Of the entities listed on **Schedule 2**, only two represented more than one percent of Kirkland's fee receipts for the twelve-month period ending on July 31, 2020.<sup>13</sup> Certain affiliates of The Blackstone Group (together with its affiliates and subsidiaries, "**Blackstone**") are landlords and vendors of the Debtors in these chapter 11 cases. Certain affiliates of GLP Pte. Ltd. (together with its affiliates and subsidiaries, "**GLP**") are vendors of the Debtors in these chapter 11 cases. Blackstone and GLP each represented more than one percent of Kirkland's fee receipts for the twelve-month period ending on July 31, 2020. I do not believe that any current or former representation of Blackstone or GLP precludes it from meeting the disinterestedness standard under the Bankruptcy Code.

25. Kirkland's conflicts search of the entities listed on **Schedules 1(a) – 1(r)** (that Kirkland was able to locate using its reasonable efforts) reveals, to the best of my knowledge, that those Kirkland attorneys and paraprofessionals who previously worked at other law firms that represented such entities in these chapter 11 cases have not worked on matters relating to the Debtors' restructuring efforts while at Kirkland.

26. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Kirkland, nor any partner or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors, their creditors, or any other parties in interest,

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<sup>12</sup> Contemporaneously with the filing of the Application, the Debtors also are seeking to retain and employ Jackson Walker as co-counsel and conflicts counsel pursuant to the *Application of Debtors and Debtors-in-Possession to Retain Jackson Walker LLP as Co-Counsel and Conflicts Counsel for the Debtors and Debtors-in-Possession*.

<sup>13</sup> Specific percentages will be disclosed to the U.S. Trustee upon request.

their respective attorneys and accountants, the United States Trustee for the the Southern District of Texas (the “U.S. Trustee”), any person employed by the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Southern District of Texas, except as disclosed or otherwise described herein.

27. Kirkland will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

28. Generally, it is Kirkland’s policy to disclose entities in the capacity that they first appear in a conflicts search. For example, if an entity already has been disclosed in this Declaration in one capacity (*e.g.*, a customer), and the entity appears in a subsequent conflicts search in a different capacity (*e.g.*, a vendor), Kirkland does not disclose the same entity again in supplemental declarations, unless the circumstances are such in the latter capacity that additional disclosure is required.

29. From time to time, Kirkland has referred work to other professionals to be retained in these chapter 11 cases. Likewise, certain such professionals have referred work to Kirkland.

30. Certain insurance companies pay the legal bills of Kirkland clients. Some of these insurance companies may be involved in these chapter 11 cases. None of these insurance companies, however, are Kirkland clients as a result of the fact that they pay legal fees on behalf of Kirkland clients.

**Specific Disclosures**

31. As specifically set forth below and in the attached exhibits, Kirkland represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in ongoing matters unrelated to the Debtors and these chapter 11 cases. None of the representations described herein are materially adverse to the interests of the Debtors' estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Kirkland is not disqualified from acting as the Debtors' counsel merely because it represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in matters unrelated to these chapter 11 cases.

**A. Connections to Certain Specified Parties.**

32. As disclosed below and in **Schedule 2** attached hereto, Kirkland currently represents, and formerly has represented, Ares Management Corporation, Bank of America, N.A., Barclays plc, BB&T Corp., Benefit Street Partners LLC, CIFC Asset Management LLC, DK Management Partners LP, JPMorgan Chase Bank, N.A., SunTrust Banks, Inc., and/or certain of their affiliates (collectively, the "**Specified Parties**").

33. The Specified Parties comprise one or more of the following: (a) prepetition lenders to the Debtors; (b) entities with whom the Debtors have a banking relationship; (c) an agent under one of the Debtors' prepetition credit facilities; or (d) a lender under the Debtors' debtor in possession financing facilities. All current and prior Kirkland representations of the Specified Parties are in matters unrelated to the Debtors or their chapter 11 cases. Kirkland has not represented and will not represent the Specified Parties in connection with any matter related to the Debtors or their chapter 11 cases. I do not believe that Kirkland's representations of the

Specified Parties preclude it from meeting the disinterestedness standard under the Bankruptcy Code.

**B. Connections to Holders of Equity Interests in the Debtors.**

34. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, Invesco Private Capital, Inc. and certain of its affiliates (collectively, “Invesco”) on a variety of matters. Prior to the Petition Date, Invesco owned non-controlling equity interests in Tailored Brands, Inc., which is a Debtor in these chapter 11 cases. All current and prior Kirkland representations of the Specified Parties are in matters unrelated to the Debtors or their chapter 11 cases. Kirkland has not, and will not, represent Invesco in matters related to the Debtors and these chapter 11 cases. Based on the foregoing, I do not believe that Kirkland’s representation of Invesco precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**C. Connections to Officers and Directors.**

35. As disclosed below and in Exhibit 2 attached hereto, Kirkland currently represents, and has formerly represented, certain affiliates, subsidiaries and entities associated with the Debtors’ current and recent former officers and directors. I do not believe that Kirkland’s current or prior representation of the affiliates, subsidiaries, and entities associated with certain officers and directors precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

36. Andrew Vollero, a current director of Tailored Brands, Inc., has served, or may serve from time to time, in various management and director capacities of certain Kirkland clients or affiliates thereof. I do not believe that Kirkland’s current or prior representation of clients for which Mr. Vollero served in management and director capacities precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

37. Sheldon I. Stein and David H. Edwab, former directors of Tailored Brands, Inc., have served, or may serve from time to time, in various management and director capacities of certain Kirkland clients or affiliates thereof. I do not believe that Kirkland's current or prior representation of clients for which Mr. Stein or Mr. Edwab served in management and director capacities precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**D. Connections to Vendors.**

38. As disclosed in **Schedule 2**, certain of the Debtors' vendors are current, former, or closed clients of Kirkland in a variety of matters. Kirkland's representation of these vendors were unrelated to the Debtors' chapter 11 cases, and Kirkland does not currently represent these vendors in matters related to the Debtors and these chapter 11 cases.

**E. Connections to Other Entities.**

39. As disclosed on **Schedule 2**, Kirkland currently represents, and in the past has represented, Davidson Kempner, an affiliate of DK Management Partners LP, a first lien term loan lender to the Debtors. Kirkland represented Davidson Kempner on a potential sale leaseback transaction in 2011 involving Debtors The Men's Wearhouse Inc. and Moores The Suit People Inc., which ultimately did not result in a consummated transaction. Kirkland will not represent Davidson Kempner in connection with any matter related to the Debtors or their chapter 11 cases during the pendency of these chapter 11 cases. Further, Kirkland has implemented formal screening procedures to ensure that (a) any Kirkland attorneys or staff that billed time to the Davidson Kempner representation would not work on any matter related to these chapter 11 cases and (b) there is no disclosure of confidential information across the two matters. I do not believe

that Kirkland's current or prior representation of Davidson Kempner precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

40. As disclosed on **Schedule 2**, Kirkland currently represents, and in the past has represented Sycamore Partners Management, L.P. and certain of its affiliates (collectively, "Sycamore") on a variety of matters. Kirkland represented Sycamore in connection with a potential sale of the Debtors' assets and/or businesses in 2015. Kirkland has not and will not represent Sycamore in connection with any matter related to the Debtors or their chapter 11 cases during the pendency of these chapter 11 cases. Further, Kirkland has implemented formal screening procedures to ensure that (a) any Kirkland attorneys or staff that billed time to the Sycamore representation would not work on any matter related to these chapter 11 cases and (b) there is no disclosure of confidential information across the two matters. I do not believe that Kirkland's current or prior representation of Sycamore precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

41. As disclosed on **Schedule 2**, Kirkland currently represents, and in the past has represented WH Buyer, LLC ("WH Buyer") on a variety of matters. Kirkland represented WH Buyer in matters attendant to WH Buyer's acquisition of the Joseph Abboud intellectual property from Debtor Tailored Brands, Inc. (the "Closed Sale Transaction"). The Closed Sale Transaction was consummated on March 5, 2020, 15 days before the execution of the Engagement Letter. Kirkland has not and will not represent WH Buyer in connection with any matter related to the Debtors or their chapter 11 cases during the pendency of these chapter 11 cases. Further, Kirkland has implemented formal screening procedures to ensure that (a) any Kirkland attorneys or staff that billed time to the Closed Sale Transaction would not work on any matter related to these chapter 11 cases and (b) there is no disclosure of confidential information across the two matters.

To the extent that any conflict arises between Kirkland's representation of the Debtors, on the one hand, and WH Buyer, on the other hand, in connection with the Closed Sale Transaction during these chapter 11 cases, Kirkland will not represent WH Buyer or the Debtors. I do not believe that Kirkland's current or prior representation of WH Buyer precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

42. As disclosed in **Schedule 2**, certain of the Debtors and their non-Debtor affiliates or other entities associated with the Debtors are creditors of entities that Kirkland currently represents or has represented in bankruptcy proceedings or post-effective date claims processes. Similarly, certain parties in interest in these chapter 11 cases are current or former Kirkland restructuring clients, including Bluestem Brands, Inc., Deluxe Entertainment Services Group Inc., Frontier Communications Corporation, Mood Media Corporation, Pier 1 Imports, Inc., Toys "R" Us, Inc., and Windstream Holdings Inc. Kirkland's current and previous representations of such parties are unrelated to the chapter 11 cases. Kirkland has not and will not represent such parties in connection with any matter related to the Debtors or their chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's representations of such parties precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

43. Certain of the Debtors' lenders retained Houlihan Lokey Inc. ("Houlihan") and Berkeley Research Group, LLC ("BRG") as their financial advisors in the Debtors' chapter 11 cases. As disclosed on **Schedule 2**, Kirkland currently represents and has formerly represented Houlihan and BRG in a variety of matters. Certain former Kirkland attorneys and professionals currently are employed by BRG. Though previously employed by Kirkland, any work provided by these prior Kirkland employees was unrelated to the Debtors and these chapter 11 cases. Kirkland has not and will not represent Houlihan or BRG in connection with any matter related to

the Debtors or their chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's representation of Houlihan or BRG precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

44. The Creditors' Committee retained M-III Advisors as its financial advisor in the Debtors' chapter 11 cases. As disclosed on Schedule 2, Kirkland has formerly represented certain affiliates of M-III Advisors, LP (collectively, "M-III") in a variety of matters. All current and prior representations of M-III have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not and will not represent M-III in connection with any matter related to the Debtors or their chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's representation of M-III precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**F. Other Chapter 11 Professionals.**

45. As disclosed in Schedule 2 attached hereto, Kirkland currently represents, and formerly has represented, certain affiliates, subsidiaries, and entities associated with various professionals that the Debtors seeks to retain in connection with these chapter 11 cases. All prior and current Kirkland representations of these professionals have been in matters unrelated to the Debtors and these chapter 11 cases. Kirkland has not and will not represent any such professionals in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representation of these professionals precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

46. The Debtors' proposed investment banker is PJT Partners LP ("PJT"). As disclosed in Schedule 2 attached hereto, Kirkland has represented and currently represents PJT and certain of its direct or indirect affiliates in matters unrelated to the Debtors or these chapter 11 cases.

Kirkland has not and will not represent PJT in connection with any matter in these chapter 11 cases. I do not believe that Kirkland's representation of these parties precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

47. On August 3, 2020, the Court approved Prime Clerk LLC ("Prime Clerk") as the Debtors' notice and claims agent.<sup>14</sup> Certain former Kirkland attorneys are currently employed by Prime Clerk. Though previously employed by Kirkland, any work provided by these former Kirkland attorneys was unrelated to the Debtors or these chapter 11 cases. As disclosed in Schedule 2 attached hereto, Kirkland has represented and currently represents Prime Clerk and/or its affiliates in matters unrelated to the Debtors and these chapter 11 cases. I do not believe that Kirkland's current and prior representation of Prime Clerk precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**G. Kirkland Attorney and Employee Investments.**

48. From time to time, Kirkland partners, of counsel, associates, and employees personally invest in mutual funds, retirement funds, private equity funds, venture capital funds, hedge funds, and other types of investment funds (the "Investment Funds"), through which such individuals indirectly acquire an interest in debt or equity securities of many companies, one of which may be one of the Debtors, their creditors, or other parties in interest in these chapter 11 cases, often without Kirkland's knowledge. Each Kirkland person generally owns substantially less than one percent of such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund's decision to buy, sell, or vote any particular security. The Investment Fund is generally operated as a blind pool, meaning that

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<sup>14</sup> See *Order Authorizing the Employment and Retention of Prime Clerk LLC as Claims, Noticing, and Solicitation Agent* [Docket No. 45].

when the Kirkland persons make an investment in the Investment Fund, he, she, or they do not know what securities the blind pool Investment Fund will purchase or sell, and have no control over such purchases or sales.

49. From time to time one or more Kirkland partners and of counsel voluntarily choose to form an entity (a “Passive-Intermediary Entity”) to invest in one or more Investment Funds. Such Passive-Intermediary Entity is composed only of persons who were Kirkland partners and of counsel at the time of the Passive-Intermediary Entity’s formation (although some may later become former Kirkland partners and of counsel). Participation in such a Passive-Intermediary Entity is wholly voluntary and only a portion of Kirkland’s partners and of counsel choose to participate. The Passive-Intermediary Entity generally owns substantially less than one percent of any such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund’s decision to buy, sell, or vote any particular security. Each Investment Fund in which a Passive-Intermediary Entity invests is operated as a blind pool, so that the Passive-Intermediary Entity does not know what securities the blind pool Investment Funds will purchase or sell, and has no control over such purchases or sales. And, indeed, the Passive-Intermediary Entity often arranges for statements and communications from certain Investment Funds to be sent solely to a blind administrator who edits out all information regarding the identity of the Investment Fund’s underlying investments, so that the Passive-Intermediary Entity does not learn (even after the fact) the identity of the securities purchased, sold, or held by the Investment Fund. To the extent the Passive-Intermediary Entity is or becomes aware of the identity of the securities purchased, sold, or held by the Investment Funds (“Known Holdings”), such Known Holdings are submitted to Kirkland’s conflict checking system.

50. From time to time, Kirkland partners, of counsel, associates, and employees personally directly acquire a debt or equity security of a company which may be (or become) one of the Debtors, their creditors, or other parties in interest in these chapter 11 cases. Kirkland has a long-standing policy prohibiting attorneys and employees from using confidential information that may come to their attention in the course of their work, so that all Kirkland attorneys and employees are barred from trading in securities with respect to which they possess confidential information.

**H. Former Clerks.**

51. The following Kirkland employees had clerkships in the United States District Court for the Southern District of Texas during the last three years (together, the “Former Clerks”). I do not believe that the Former Clerk’s work for the Court precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

52. Camille E. Peeples is a Kirkland associate who clerked with the Honorable Andrew S. Hanen in the United States District Court for the Southern District of Texas from 2018 to 2019. Ms. Peeples began working at Kirkland in September 2019, and had no connection with the Debtors’ chapter 11 cases while working for the court.

53. Anna E. Swanson is a Kirkland associate who clerked with the Honorable Alfred H. Bennett in the United States District Court for the Southern District of Texas from August 2017 to August 2019. Ms. Swanson began working at Kirkland in September 2019, and had no connection with the Debtors’ chapter 11 cases while working for the court.

54. Mya L. Johnson is a Kirkland associate who was a law clerk for the Honorable Stephen Smith of the United States District Court for the Southern District of Texas from August

2017 to July 2018. Ms. Johnson began working at Kirkland in September 2018 and had no connection with the Debtors' chapter 11 cases while working for the court.

**I. Other Disclosures.**

55. Finally, certain interrelationships exist among the Debtors. Nevertheless, the Debtors have advised Kirkland that the Debtors' relationships to each other do not pose any conflict of interest because of the general unity of interest among the Debtors. Insofar as I have been able to ascertain, I know of no conflict of interest that would preclude Kirkland's joint representation of the Debtors in these chapter 11 cases.

56. The spouse of Kirkland partner Helen E. Witt, P.C. is a managing director of JPMorgan Chase & Co. JPMorgan Chase Bank, N.A. is a lender in these chapter 11 cases and has a banking relationship with the Debtors. Out of an abundance of caution, Kirkland has instituted formal screening measures to screen Ms. Witt from all aspects of Kirkland's representation of the Debtors.

57. Kirkland currently represents, and formerly has represented, Bank of America, N.A. ("Bank of America") and certain of its affiliates, in a variety of matters. Bank of America has a banking relationship with the Debtors. Kirkland's representations of Bank of America, in the aggregate, accounted for less than one percent of Kirkland's fee receipts for the twelve-month period ending on July 31, 2020. All of Kirkland's current and prior representations of Bank of America have been unrelated to the Debtors and these chapter 11 cases. I do not believe that Kirkland's representation of Bank of America precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

58. Furthermore, prior to joining Kirkland, certain Kirkland attorneys represented clients adverse to Kirkland's current and former restructuring clients. Certain of these attorneys

(the “Screened Kirkland Attorneys”) will not perform work in connection with Kirkland’s representation of the Debtors and will not have access to confidential information related to the representation. Kirkland’s formal ethical screen provides sufficient safeguards and procedures to prevent imputation of conflicts by isolating the Screened Kirkland Attorneys and protecting confidential information.

59. Under Kirkland’s screening procedures, Kirkland’s conflicts department distributes a memorandum to all Kirkland attorneys and legal assistants directing them as follows: (a) not to discuss any aspects of Kirkland’s representation of the Debtors with the Screened Kirkland Attorneys; (b) to conduct meetings, phone conferences, and other communications regarding Kirkland’s representation of the Debtors in a manner that avoids contact with the Screened Kirkland Attorneys; (c) to take all measures necessary or appropriate to prevent access by the Screened Kirkland Attorneys to the files or other information related to Kirkland’s representation of the Debtors; and (d) to avoid contact between the Screened Kirkland Attorneys and all Kirkland personnel working on the representation of the Debtors unless there is a clear understanding that there will be no discussion of any aspects of Kirkland’s representation of the Debtors. Furthermore, Kirkland already has implemented procedures to block the Screened Kirkland Attorneys from accessing files and documents related to the Debtors that are stored in Kirkland’s electronic document managing system.

#### **Affirmative Statement of Disinterestedness**

60. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Kirkland is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates

and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: September 1, 2020

Respectfully submitted,

/s/ Joshua A. Sussberg

Joshua A. Sussberg  
as President of Joshua A. Sussberg, P.C., as  
Partner of Kirkland & Ellis LLP; and as Partner  
of Kirkland & Ellis International LLP

### **Schedule 1**

The following lists contain the names of reviewed entities as described more fully in the *Declaration of Joshua A. Sussberg in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of August 2, 2020* (the "Sussberg Declaration").<sup>1</sup> Where the names of the entities reviewed are incomplete or ambiguous, the scope of the search was intentionally broad and inclusive, and Kirkland & Ellis LLP and Kirkland & Ellis International LLP reviewed each entity in its records, as more fully described in the Sussberg Declaration, matching the incomplete or ambiguous name.

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Sussberg Declaration.

## **SCHEDULE 1**

### **List of Schedules**

<b><u>Schedule</u></b>	<b><u>Category</u></b>
1(a)	Debtor and Affiliated Non-Debtor Entities
1(b)	Current and Former Officers & Directors
1(c)	Equity Holders
1(d)	Banking Relationships
1(e)	Benefit and Insurance Providers
1(f)	Landlords & Sub-Tenants
1(g)	Largest Trade Vendors
1(h)	Lenders
1(i)	Letters of Credit, Surety Bond, and Utility Providers
1(j)	Litigants
1(k)	Ordinary Course Professionals
1(l)	Partnerships
1(m)	Professionals
1(n)	Taxing Authorities
1(o)	Trustee & Agent Counsel
1(p)	U.S. Trustee Personnel, Judges, and court contacts for the Southern District of Texas (and key staff members)
1(q)	UCC Lien Filer
1(r)	Unions

## **SCHEDULE 1(a)**

### **Debtor and Affiliated Non-Debtor Entities**

Ensco 645 Ltd.  
Ensco 648 Ltd.  
Golden Brand Clothing (Canada) Corp.  
JAApparel Corp.  
Jos. A. Bank Clothiers Inc.  
Joseph A. Bank Mfg. Co. Inc., The  
Joseph Abboud Manufacturing Corp.  
K&G Men's Co. Inc.  
Men's Wearhouse Inc., The  
Moores Retail Group Corp.  
Moores The Suit People Corp.  
MWDC Holding Inc.  
MWUK Holding Co. Ltd.  
Nashawena Mills Corp.  
Renwick Technologies Inc.  
Tailored Brands Atlantic Co. Ltd.  
Tailored Brands Central BV  
Tailored Brands Eastern Sourcing Ltd.  
Tailored Brands Gift Card Co. LLC  
Tailored Brands Inc.  
Tailored Brands Noborue Ltd.  
Tailored Brands Pacific Co. Ltd.  
Tailored Brands Purchasing LLC  
Tailored Brands Sourcing Group  
Tailored Brands Sourcing Holding Co. Ltd.  
Tailored Brands Worldwide Purchasing Co.  
Tailored Shared Services LLC  
TB UK Holding Ltd.  
TMW Merchants LLC

## **SCHEDULE 1(b)**

### **Current and Former Officers & Directors**

Adams-Browning, Kelly  
Arney, Aidan  
Ask, Carrie  
Ask, Carrie Ann  
Bahena, Joe  
Ballard, William C.  
Baron, Brian  
Becker, B. Michael  
Black, Jason  
Bragg, James R., II  
Bragg, Jamie  
Brandehoff, Jerry  
Britt, Irene Chang  
Brutoco, S. Rinaldo  
Bull, Richard  
Button, Dennis  
Calandra, Jack P.  
Carter, Joe  
Crenshaw, John  
Cutsinger, Ginger  
Doran, Leo  
Edwab, David  
Ewert, Douglas S.  
Foley, Joseph  
Foley, Mal  
Fuentes, Francisco  
Gaggin, Kevin  
Gove, Sue  
Gove, Sue Ellen  
Griffin, Charles  
Grimaldo, Virginia  
Grumm, Gunther  
Hansen, Richard  
Helthall, Kelly  
Henderson, Robert  
Holland, Robert  
Hoppins, Kathleen  
Killion, Theo  
Killion, Theophilus  
King, Niky L.  
Lathi, Dinesh  
Lathi, Dinesh S.

Lopez, Susan  
Lorenzo, Christopher  
Lourence, Joaquim  
MacMedan, Julie  
Madrid, Suzie  
Martin, Ann  
McIntosh, Kim  
Mellace, Salvatore  
Morales, Jon  
Moreland, James  
Nadel, Jarrod  
Naples, Nicole  
Neutze, Mark  
Nichols, Grace  
Pallapothula, Chaitanya  
Parker, Callie  
Parsley, Michael  
Pollock, Carolyn  
Porter, Melissa  
Qua, Patricia  
Questrom, Allen I.  
Rajan, Neyha G.  
Register, Brianna  
Reilly, Charles  
Repicky, Matt  
Reynolds, Mike  
Rhodes, A. Alexander  
Ricci, Steve  
Russo, Ralph  
Sattley, Hongpei Zhang  
Schultz, Joel P.  
Scott, Suzanne  
Sechrest, William B.  
Shaver, Scott  
Sherman, Boris  
Sherman, Boris P.  
Simpson, Doug  
Smith, C. Paul W.  
Smith, Laura Ann  
Smith, Michael Shane  
Speranza, Dean A.  
Spicer, Catherine

Staes, Steven  
Stein, Sheldon I.  
Stogner, Sam  
Sudhakar, Sharmila  
Tarsney, James  
Underwood, Marquita  
Vaclavik, Brian T.  
van Klink, D.J.  
Vaughn, Danny  
Vazquez, John  
Vogt, Andrew  
Vollero, Andrew  
Waschitz, Seth  
White, Drew  
Widner, Ken  
Williams, Craig  
Wiltsey, Scott  
Wisk, Dan

## **SCHEDULE 1(c)**

### **Equity Holders**

Advisory Research Inc.  
Dimensional Fund Advisors LP  
Eminence Capital LP  
Invesco Capital Management LLC  
IPG Investment Advisors LLC  
Scion Asset Management LLC  
State Street Global Advisors Inc.  
Vanguard Group Inc., The

## **SCHEDULE 1(d)**

### **Banking Relationships**

Bank of America Corp.  
Bank of Hawaii Corp.  
Bank of Montreal  
BB&T Corp.  
BBVA Compass  
CIBC Inc.  
Fifth Third Bank NA  
HSBC Bank plc  
JPMorgan Chase Bank NA  
KeyBank NA  
M&T Bank Corp.  
PNC Bank NA  
Regions Bank NA  
Royal Bank of Canada  
Scotiabank Inc.  
TD Bank NA  
TD Canada Trust Co., The  
US Bank NA  
Wells Fargo Bank NA

## **SCHEDULE 1(e)**

### **Benefit and Insurance Providers**

Ace American Ins. Co.  
Allianz Global Risks US Insurance Co. Corp.  
Allianz SE  
American International Group Inc.  
Aon Risk Services Inc. of Florida  
Beazley Insurance Co. Inc.  
Beazley plc  
Chubb Ltd.  
CNA Financial Corp.  
Continental Casualty Co. Inc.  
CorVel Corp.  
Endurance American Insurance Co.  
Farmington Administrative Services Inc.  
Federal Insurance Co.  
Freedom Specialty Insurance Co.  
Gallagher Bassett  
Hartford Financial Services Group Inc., The  
Hiscox Ltd.  
Illinois National Insurance Co.  
Ironshore Indemnity Inc.  
Ironshore Specialty Insurance Co.  
Liberty Mutual Group Inc.  
Lincoln National Life Insurance Co., The  
Manulife Bank of Canada  
Marsh USA Inc.  
Navigators Insurance Co.  
New England Joint Board  
Quest Diagnostics Inc.  
Safety National Casualty Corp.  
Sedgwick Claims Management Services Inc.  
Special Contingency Risks Inc.  
Travelers Casualty & Surety Co. of America Inc.  
United States Fire Insurance Co.  
Virgin Pulse Inc.  
Willie Lopez Emergency Assistance Fund  
XL Group Ltd.

## **SCHEDULE 1(f)**

### **Landlords & Sub-Tenants**

1663321 Ontario Inc.	BentallGreenOak
1st Commercial Realty Group Inc.	Berberian Cos.
2547 Brindle Drive Owner LLC	Bierbrier Development Inc.
705-Five Development Group	Big TV, The
A&C Associates Ltd.	Black Creek Group
ABG5 LLC	BLDG Management Co. Inc.
ACF Property Management Inc.	Blue Sky Plaza LLC
Adams Street Partners LLC	Bombardieri, Richard
Advance Realty Investors	Bookazine Co. Inc.
AIZ Realities Ltd.	BP Real Estate Inc.
AJ&C Garfunkel LLC	BPG Group
Allen, Howard	Brang Co. Inc.
Alliance Real Estate Services	Brixmor Property Group Inc.
Allied Development Group Inc.	Broad Reach Retail Partners LLC
Almaden Plaza Shopping Center Inc.	Broadbent Co., The
AmCap Northpoint II LLC	Brookfield Lakes Wisconsin Realty LP
American Asset Corp.	Burnham USA Equities Inc.
American Realty Advisors	C.A. Bianco Inc.
ANB Property Corp.	Cadillac Fairview Corp. Ltd.
AR Global Investments LLC	Caller Properties LLC
Arciterra Cos. LLC	Camden Village LLC
Argus Management LLC	Capital Laval Partnership Ltd.
Armada Hoffer Properties Inc.	Carrollton Enterprises Management Co. LLC
Aronov Realty Management Inc.	Casto Inc.
Artis REIT	CBL & Associates Management Inc.
Ashkenazy Acquisitions Corp.	CBRE Inc.
Athena Property Management Inc.	Centennial Lakes Plaza LLC
Atomic Investments Inc.	Center At Elida LLC
Auerbach, Hillel J.	CenterCal Properties LLC
AVR Realty Co. LLC	CenterCorp Retail Properties
Azad Commercial Realty Services LLC	Centrecorp Management Services Inc.
Azarian Group LLC, The	Centrum Station LLC
AZT Corp.	Cermak Plaza Associates LLC
BA Greensboro LLC	Chambers Group, The
Banta Management Services Inc.	CIM Group LP
Barbara S. Canning Family Trust	Circle Plaza Associates
Basser-Kaufman Inc.	Citation Management
Bayer Properties	CityView Commercial LLC
Beardmore, Jim	Clarion Partners LLC
Beardmore, Sandra	Cleveland Lexington Investors LLC
Bedrin Organization, The	CLPF-Tukwila LP
Bennett Williams Realty Inc.	

COGIR Real Estate  
Colliers International Group Inc.  
Colliers International Management  
Commonweal Development Corp.  
Continental Realty Corp.  
Cooper Point Associates  
Courtelis Co.  
CPD Developments LLP  
Crawford & Co.  
Crombie Real Estate Investment Trust  
Crossman & Co.  
CRS Realty  
CSM Corp.  
CSMC 2007-C1  
CTC Beaverton LLC  
Cushman & Wakefield plc  
CVK Corp.  
CVSC LLC  
Dakota REIT Management LLC  
Danis Reading LLC  
Davis Furniture Industires Inc.  
Dawson, Carroll S.  
DCG Development  
DCM Group  
Denny Elwell Co. LLC  
Dheri, Rajesh  
Donahue Schriber Realty Group Inc.  
Douglas Development  
Drury Development Corp.  
Dunhill Partners Inc.  
DWS Group GmbH & Co. KGaA  
Eagle Realty Holdings Inc.  
Earl W. Kazis Associates Inc.  
Echo Realty LP  
Edwards Realty Group  
EK Mt. Kisco LLC  
Ellsworth Realty LLC  
Entrada Partners  
E-Plan LLC  
Equity Investment Group  
Ethan Conrad Properties Inc.  
Fairbourne Properties  
Farley Whittier Partners  
Fedder Co., The  
Ferris Development Group LLC  
Finard Properties LLC

Finmarc Management Inc.  
First Beacon Investments Inc.  
First Capital Bridgeport Corp.  
First Gulf Corp.  
First Interstate Properties Ltd.  
Flad Development & Investment  
Management Co.  
Flately Co.  
Foundry Commercial LLC  
Fryd Properties  
G3 Real Estate Services LLC  
Garland Group  
Gary Solomon & Co.  
Gateway Buena Park Inc.  
Gateway DC Properties Inc.  
GCE Outparcels LLC  
George Sorich Co., The  
Gershman Partners Inc.  
GK Real Estate Inc.  
Glenwood Development Co. LLC  
Goldmark Property Management Inc.  
Grant & Lewis  
Grier Metcalf LLC  
Group Immobilier Bel-Rive Inc.  
Groupe Mach Inc.  
Gumberg Asset Management Corp.  
Hamilton Properties Corp.  
Harris Realty Co. Inc.  
Havdeco Partners  
Helmerich & Payne Properties Inc.  
HGA Woodland Hills LLC  
Hill Partners Inc.  
Hines Global REIT 2615 Medical Center  
Parkway LLC  
Hoffman Cos., The  
HPC Robinhood Investors LP  
Huber Management Corp.  
Hutensky Capital Partners  
Hutton Pasco G5 LLC  
Inland Commercial Real Estate Services  
LLC  
Invesco Ltd.  
IPA Commercial Real Estate  
Ivanhoe Cambridge  
J&B Properties  
J. Walters Construction Co.

JAMA Capital Partners LLC  
JBG Smith Properties  
JBL Management Ltd.  
JE Perron Entrepreneur General  
Jeffrey R. Anderson Real Estate Inc.  
Jewell Capital LLC  
JHM Properties  
JKE Property  
JMK Boca Pad LLC  
Jones & Weikel Partnership  
Jones Lang LaSalle Inc.  
JRC Investment  
K&J Partnership  
KAMG Management Corp.  
Kay Management Co. Inc.  
Kaylan Properties  
Kenwood Center LLC  
Keypoint Partners  
Kimco Realty Corp.  
Kingston Real Estate LLC  
Kirco  
Kitchell Development Co.  
Kitson & Partners  
KLK Properties  
Kroenke Group, The  
Krueger Development  
Lavy, Dany  
Legacy Asset Management LLC  
Levin Management Corp.  
Lexington Realty Trust  
Livingston Properties  
Lloyd Cos.  
Long Island Adventureland Inc.  
Luxor Management  
M&J Big Waterfront Amity Square LLC  
Madison International Realty LLC  
Madison Marquette Inc.  
Maepo Inc.  
Mallad, Allie  
Maple Leaf Investments  
Marple XYZ Associates LP  
Mason Creek LLC  
Maus Warwick Matthews & Co.  
May-Gold Properties Ltd.  
Mazgedian, Harry  
McGarry, John

Melcor Developments Ltd.  
Merritt Properties  
MFI Realty  
Mid-America Asset Management Inc.  
Mid-America Group Ltd.  
Mid-Pike LLC  
Midtown Realty Corp.  
Millcraft Ideas  
Minuk Corp.  
Mission Properties  
MK Property Services LLC  
Morguard Corp.  
MRV Cos.  
Muir Investment Holdings  
Muldowney, Tim  
Murber Development Co. Ltd.  
Namdar Realty Group LLC  
Nassimi Realty LLC  
National Real Estate Management Corp.  
Neil Walter Co. LLC  
New Market Properties LLC  
Newmark I LLC  
Nordblom Co. Inc.  
Northland Management Corp.  
Northrop Realty  
Nuveen Real Estate  
Olshan Properties  
OnSite Retail Group  
Orlando Corp.  
Orr Development 1980 Corp.  
Osborne Partners Capital Management LLC  
Pace-64 Associates LLC  
Pacific Development Group  
Palms Associates  
Paolino Properties  
Paynter Realty & Investments Inc.  
Pearson Group, The  
Penn Group of Cos., The  
Penn Real Estate Group  
Pergament Home Centers  
Petrie Richardson Ventures Inc.  
Pier 1 Imports Inc.  
Pine Tree LLC  
Pinnacle at Tutwiler Farms  
PlazaCorp Realty Advisors Inc.  
Plum Market Corp.

PM Co. LLC  
Poag Shopping Centers LLC  
Poe & Cronk Real Estate Group  
Polimeni International LLC  
Ponte Gadea Madison LLC  
Pop Realty Corp.  
Preferred Office Properties LLC  
Preferred Property Development  
Primaris REIT  
Promenade At Haywood LLC  
Puri, Bharat  
Pyramid Walden Co. LP  
Qualico Group Ltd.  
R&J Grosse Pointe LLC  
Rainbow Arroyo Commons LLC  
Rainbow Investment Co.  
Rainbow Property Management Inc.  
Rainier Cos., The  
RAR-2-Villa Marina Center CA LLC  
RBL Real Estate  
Red Development LLC  
Regency Centers Corp.  
Reznick Law PLLC  
Richton Tie And Timber LLC  
Rioco Real Estate Services LLC  
Riverstone Capital Group Inc.  
Riverwood Properties Ltd.  
RJR MI LLC  
Robert's Construction  
Roberts Equities LLC  
Robinson, Jason  
Rockrose Development LLC  
Ross Real Estate Ventures LLC  
RPT Realty  
Rural Stores Ltd.  
Salgreen Realty Ltd.  
Sandor Development Co. LLC  
Schlosser Development Corp.  
Sci Entitiies  
Sci Verdae Fund LLC  
SDD Inc.  
Seattle Retail  
Sedel & Associates Realty Inc.  
Selig Enterprises Inc.  
Seligman Western Enterprises Ltd.  
Shape Property Corp.

Sher Partners  
Shiller, Stephen J.  
Shindico Realty Inc.  
ShopCore Properties LP  
Shoreline Real Estate Co. Inc.  
Silveira Building Services LLC  
SilverView Partners  
Simon Capital GP  
Simon Property Group LP  
Singerman Real Estate LLC  
Soltron Inc.  
Southeast Property Management Inc.  
Spiegel Associates Inc.  
Spinoso Real Estate Group LLC  
Springwood  
Starwood Retail Partners LLC  
State Street Retail LLC  
Steiner & Associates Inc.  
Steiner Equities Group LLC  
Stejer Development LLC  
Stockbridge Capital Group LLC  
Stonemar Properties LLC  
Stonewood Real Estate Group  
Stormont Properties  
Strathallen  
Stuyvesant Plaza Inc.  
Sun Ei Wong Trust  
Sunbelt Investment Holdings Inc.  
T.J. Lo & Co.  
Tanasbourne Retail Center LLC  
Tanbay Holdings Inc.  
Tanurb Developments Inc.  
TerraCap Management LLC  
Terraco Real Estate  
Terranova Corp.  
Tiarna Real Estate Services Inc.  
TPF Equity REIT Operating Partnership LP  
Transwestern  
TRI Commercial  
Triangle Equities  
Tri-County Mall LLC  
Tri-Kell Investments Inc.  
Trimarco Facility Management Services  
LLC  
Trinity Centre LLC  
Tri-Power Properties LLC

Trusts Under The Will of Mildred Brown  
Turnberry  
Unico Properties LLC  
United Development Services LLC  
United Trust Corp. plc  
Upton Properties  
Valley Asset Management Ltd.  
Valley River South LLC  
Verity Credit Union  
Vestar Development Co.  
Villarboit Development Corp.  
Vornado Realty Trust  
Wanamaker 19 LLC  
Ward Investments  
Warren David Properties  
Washington Prime Group Inc.  
Watergate Management  
Waterstone Properties Group Inc.  
Westcliff Management Ltd.  
Westdell Development Corp.  
Wheeler Real Estate Co.  
Whitestone REIT  
Widewaters Group, The  
Wilner Realty & Development Co.  
Windsor Co., The  
Wolford Development Inc.  
Zamias Services Inc.  
Zaremba Group LLC  
Zelman Development Co.

## **SCHEDULE 1(g)**

### **Largest Trade Vendors**

18 International Ltd.	Cass Information Systems Inc.
A W Chang Corp.	Caulfeild Apparel Group Ltd.
Ad Art Inc.	CGS Apparel
Adobe Systems Inc.	CheetahMail
ADP LLC	Cigna Healthcare
ADT LLC	Cocona Inc.
Advanced Facility Solutions LLC	Cole Haan Inc.
Advantage Leasing Assoc LLC	Confecciones Monzini
Aetna Inc.	Conway Construction LLC
Agilone Inc.	Cosimo Fates SRL
Alliance Printing LP	Coyote Logistics
Allied Universal Security Services	Creative Apparel Solutions Inc.
Amalgamated National Health Fund	Criteo Corp.
AMC Networks Inc.	CS Hudson Inc.
American Express Co.	CTV Television Inc.
Anybill Financial Services Inc.	CVS Pharmacy Inc.
Applied Predictive Technologies Inc.	Daiko Exports
Aquarius Ltd.	Dalian Moda Fashion Co. Ltd.
Armstrong Teasdale LLP	Dell Financial Services LLC
Artwell Knitting & Garment Factory Ltd.	Delta Dental
ASL Textile Group LLC	Designer Group
Astound Commerce Corp.	DHL Express (USA) Inc.
AT&T Inc.	Disenos Avante SA de CV
Bagir International Inc.	Diversitex Inc.
Bamboo Rose LLC	Dorfman Pacific Co. Inc.
Bandolino Shoes	Drago SpA
Banks Brothers Construction Inc.	E. Thomas SpA
Barcoding Inc.	Eastman Footwear Group Inc.
BBC America	Egypt Clothing Co.
Belvedere Inc.	E-Lo Sportswear LLC
Bespoke Fashion LLC	Empower Software Solutions Inc.
Beximco Fashions Ltd.	Erwin Penland LLC
Biella Manifatture Tessili SRL	ESPN
Blue Cross and Blue Shield of Texas Inc.	Esquel Enterprises Ltd.
Blue Yonder Inc.	Evan-Picone Suits
Boolim Kwangduk Inc.	Evergreen Shipping Agency (America)
Building Installation Group I Inc.	Corp.
Burma Bibas Inc.	Experian
Business Efficiency Services Today Inc.	Fabian Couture Group
Caleres Inc.	Fabian Couture Group Canada
Calvin Klein Suits G-III	Facebook Inc.
Carreman (Shanghai) Co. Ltd.	Facilities Service Center Inc.

Federal Express Corp.  
Flexo Craft Prints Inc.  
Floreal International Ltd.  
Florsheim Canada  
Florsheim Shoe Co.  
Flow Formal Alliance LLC  
FRCH a Nelson  
Futuristic Store Fixtures Pte. Ltd.  
Gentry (1978) Inc.  
G-III  
Giorgio Cosani Inc.  
Global Canada  
GMI LES Ltd.  
Google Inc.  
Great China Empire Ltd.  
Greenberg Farrow Architecture Inc.  
Gruner & Co. Inc.  
GSD&M  
H&V Bravo Inc.  
Haggar Clothing Co.  
HangerLogic Inc.  
Hannam Inc.  
Hero Towers Ltd.  
High Fashion Silk (Zhejiang) Co. Ltd.  
Horizon Retail Construction Inc.  
Houston Foam Plastics Inc.  
Hualu Woolen Ltd.  
Hulu LLC  
Hyundai Merchant Marine Co. Ltd.  
ICON International Inc.  
idX Corp.  
Indium Software Inc.  
Inside Edge Commercial Interior Services  
LLC  
Integrity Communications & Solutions Inc.  
Isaco International Corp.  
ITOCHU Prominent USA LLC  
Jack Victor Ltd.  
JAG Building Group Inc.  
Jan Leslie Corp.  
Jemma Apparel Inc.  
Jiangsu Hongdou Import & Export Co. Ltd.  
Jiangsu Sunshine Co. Ltd.  
Jiangsu Sunshine Garment Co. Ltd.  
Jiaxing Burlington Textile Co. Ltd.  
Jimlar Corp.

Johnston & Murphy Shoe Co.  
Jones Apparel Group  
Joy-Mark Inc.  
Judy'S Group Inc.  
Kangol Hat Inc.  
Kasper ASL Ltd.  
Kelly Grace Corp.  
Kenneth Cole Footwear  
Kenneth Cole Pants  
Kenneth Cole Productions Inc.  
Kenneth Cole Tailored  
Kenneth Cole/PVH  
Kids World of USA  
Kim Toan Jeans Co. Ltd  
Knot Worldwide Inc., The  
Kouper FKS Industries Inc.  
Laguna Clothing (Mauritius) Ltd.  
Lanier Apparel  
Lanificio Ermenegildo Zegna & Figli SpA  
Lanificio Nova Fides SpA  
Lanificio T.G. di Fabio SpA  
Lennox Industries Inc.  
Lenovo (United States) Inc.  
Leonard, Nina  
Levi Strauss & Co. (Canada) Inc.  
Levine, Larry  
Levy Group Inc., The  
Li & Fung Ltd.  
LogicSource Inc.  
Lois Jeans & Jackets  
Lu An Garment Co. Ltd.  
Lu Thai Textile Co. Ltd.  
Lucky Brand Jeans  
Maersk Inc.  
Magnum Staffing Services Inc.  
Management Resource Systems Inc.  
Manhattan Associates Inc.  
Mantero Seta SpA  
Marcraft Clothes Inc.  
Mle Merchandising & Sign Solutions Inc.  
MM Fashion & Design Inc.  
Monobaik Inc.  
MoreDirect Inc.  
National Plus Plan  
NFL Properties LLC  
Nice Earn Ltd.

Nina Leonard/Lanco Apparel LLC  
Novalan SA de CV  
Nunn Bush Canada  
Oakhurst Partners LLC  
Oracle America Inc.  
Oxford Shirtmakers  
Pacesetter Personnel Services  
Pacific Alliance USA Inc.  
Pacwav LLC  
Pan Pacific Plastics Manufacturing Inc.  
Peerless Clothing Inc.  
Perry Ellis Accessories  
Perry Ellis Menswear LLC  
Phillips Van Heusen Corp.  
Pinnacle Brand Group Inc.  
Pivot Technology Services Corp.  
Planes Moving & Storage Inc.  
Platinum Designs Corp.  
Po Fung Knitting Factory  
Productos Textiles SA de CV  
Protiviti Inc.  
Provectus It Inc.  
PT Daese Garmin  
PT Ungaran Sari Garments  
PVH Dress Shirt Group  
QST Industries Inc.  
R. R. Donnelley Printing Co.  
Rakuten Marketing LLC  
Randa Canada Ltd.  
Raybeam Inc.  
Reflexis Systems Inc.  
Respektwear Apparel Group  
Revel Brand And Marketing Strategy  
Roadone Intermodalogistics  
Rogers Sports Network  
Roi Solutions LLC  
Roth Brothers Inc.  
Ryder Integrated Logistics Inc.  
Ryder Transportation Services  
S M Signature Inc.  
Safire Silk Inc.  
Salesforce.com Inc.  
Satphire Sportswear Ltd.  
Scents Of Worth Inc.  
Segerdahl Graphics Inc.  
SG Corp.

Shanghai Shenda (America) LLC  
Shengzhou Yuelong Tie & Apparel Co. Ltd.  
Silver Crest Clothing Pvt. Ltd.  
Silver Spark Apparel Ltd.  
Skillnet Solutions Inc.  
Smart Shirts Knits Ltd.  
Smart Shirts Ltd.  
Smythe Trading Co. Ltd.  
SoDelicious Management Group  
Solutions Management Inc.  
South Asia Knitting Factory Ltd.  
Spenser, Jeremy  
Stacy Adams Shoe Co.  
Staples Inc.  
Starcom Worldwide Inc.  
Successori REDA SpA  
Sun Life Financial Inc.  
Superba Inc.  
Swiss Garments Co.  
Tag Manufacturing Inc.  
Tarrant Lighting  
Tata Consultancy Services Ltd.  
Texas Air Mechanical  
Textile Import LLC  
ThreeKit Inc.  
Tommy John Inc.  
Top Genuine LLC  
Trajes Internacionales SA de CV  
Transco Plastic Industries Ltd.  
TransPacific Inc.  
Tredence Inc.  
Trend Marketing Wholesale Inc.  
Unified Accessories  
Unified Inc.  
Universal Custom Display Inc.  
Upland Software Inc.  
UPS SCS Dallas  
UPS SCS Inc.  
Van Heusen  
Vaswani Inc.  
Vera Wang Bridal House Ltd.  
Vetements Peerless Clothing  
Vitale Barberis Canonico SpA  
Volunteer Logistics Inc.  
Vorys Sater Seymour & Pease LLP  
W&H Systems Inc.

WageWorks Inc.  
WAWAK  
WCH Group Inc.  
Western Glove Works Ltd.  
WH Buyer LLC  
Willis Towers Watson US LLC  
Willkie Farr & Gallagher LLP  
Wolfgang LLC  
Wooyang Vina Co. Ltd.  
World Wide Technology Inc.  
Wuxi Xiexin Worsted Spinning Weaving  
and Dyeing Co. Ltd.  
Xtivia Inc.  
Zhejiang Springair Group Co. (Fact.) Vnd.  
Zhejiang Vision Textile Co. Ltd.

## **SCHEDULE 1(h)**

### **Lenders**

Aegon USA Investment Management LLC  
Alden Global Cap Ltd.  
Allianz Global Investors US LLC  
Altrius Capital Management Inc.  
Amundi Pioneer Asset Management USA Inc.  
Anaxis Asset Management SAS  
AQR Capital Management LLC  
Arbour Lane Capital Management LP  
Ares Management LLC  
Assurant Inc.  
Barclays Bank plc  
Barings LLC  
Barrow Hanley Mewhinney & Strauss Inc.  
Benefit Street Partners LLC  
BlackRock Fund Advisors  
Brigade Capital Management LP  
Camelot Portfolios LLC  
Canaras Capital Management LLC  
Canyon Capital Advisors LLC  
Carlson Capital LP  
Carlyle Invest Management LLC  
CIFIC Asset Management LLC  
CNH Partners LLC  
Crescent Capital Group LP  
CVC CR Parts LLC  
DDJ Capital Management LLC  
DK Management Partners LP  
Durig Capital LLC  
First Eagle Alternative Credit LLC  
First Eagle Investment Management LLC  
Five Arrows Managers North America LLC  
GLG Partners LP  
Guardian Investor Services LLC  
Highland Capital Management LP  
Intermediate Capital Group plc  
Invesco Senior Secured Management Inc.  
Investcorp Credit Management US LLC  
JPMorgan Chase Bank NA  
King Street Capital Management LP  
L&S Advisors Inc.  
La Francaise Asset Management SAS

Legal & General Investment Management America Inc.  
Legal & General Investment Management Ltd.  
Liberty Bank  
Loomis Sayles & Co. LP  
Lord Abbett & Co. LLC  
MacKay Shields LLC  
Marathon Asset Management LP  
Marble Point Credit Management LLC  
Medalist Partners Corporate Finance LLC  
Mellon Investments Corp.  
MJX Asset Management LLC  
Mont Blanc Capital Management AG  
New Jersey, State of, Division of Investment  
NexBank SSB  
Pacific Investment Management Co. LLC  
Palmer Square Capital Management LLC  
Par-Four Investment Management LLC  
PGIM Inc.  
Post Advisory Group LLC  
Schroder Investment Management Ltd.  
Schroder Investment Management North America Inc.  
SEB Investment Management AB  
Smith Management LLC  
Steele Creek Investment Management LLC  
T. Rowe Price Associates Inc.  
TD Asset Management Inc.  
Texas, State of, Employees Retirement System  
Thrivent Investment Management Inc.  
TIAA-CREF Investment Management LLC  
Trimaran Advisors LLC  
Victory Capital Management Inc.  
Voya Investment Management Co. LLC  
Wells Fargo Bank NA  
Western Asset Management Co. LLC  
White Star Asset Management LLC  
Whitehorse Capital Partners LP  
ZAIS Group LLC  
Zeo Capital Advisors LLC

Zürcher Kantonalbank

## **SCHEDULE 1(i)**

### **Letters of Credit, Surety Bond, and Utility Providers**

Alabama Power Co.	Jackson Electric Membership Corp.
Alectra Utilities Corp.	JEA
American Casualty Co. of Reading, Pennsylvania Inc.	Jersey Central Power & Light Co.
Arizona Public Service Co.	Kamloops, City of (BC)
AT&T Inc.	Lethbridge, City of (AB)
Austin, City of (TX)	Liberty Mutual Insurance Co. Inc.
Baltimore Gas & Electric Co.	Long Island Power Authority
Canada, Government of, Border Services Agency	LRM-Com Inc.
Carroll, County of (IN), Government of	Marietta Power
CenterPoint Energy Services Co. LLC	National Union Fire Ins. Co. of Pittsburgh PA
Central Maine Power Co.	New Westminster, City of (BC)
City of Houston Water (TX)	Norcross, City of (GA)
City of Los Angeles Department of Water & Power System	Pacific Gas & Electric Co.
Commonwealth Edison Corp.	PECO Energy Co.
Consolidated Edison Inc.	Pennsylvania-American Water Co. Inc.
Constellation NewEnergy Inc.	PPL Electric Utilities Corp.
Cox Inc.	RCI Environnement Inc.
Cps Energy	Reading Municipal Light Department (MA)
Direct Energy LP	Reliant Energy Solutions LLC
Dominion Energy Inc.	Republic Services Inc.
Duke Energy Corp.	Rhode Island Natural Gas & Electricity
Duke Energy Indiana LLC	Rhode Island, State of
Duke Energy Kentucky Inc.	River Parish Disposal LLC
Enbridge Gas Inc.	Rubicon Global LLC
Energir Inc.	Safety National Casualty Corp.
Energy+ Inc.	Salt River Project Agricultural Improvement & Power District, Arizona
Entergy Louisiana Holdings Inc.	San Diego Gas & Electric Co.
Eversource Energy	Toronto Hydro-Electric System Ltd.
Florida Power & Light Co.	UGI Energy Services LLC
Frontier Communications Corp.	UGI Utilities Inc.
Georgia Power Co.	Union Electric Co. of Missouri
Granite Telecommunications LLC	United Illuminating Co., The
Hanover Insurance Co. Inc., The	United States, Government of the, Department of Homeland Security, Bureau of Customs & Border Protection
Hartz Mountain Associates	Verizon Communications Inc.
Hawaiian Electric Co. Inc.	Walton EMC
Hydro-Quebec	Waste Management Inc.
Indianapolis Power & Light Co.	WCA Waste Corp.
Infinite Energy Inc.	Windstream Communications LLC

Wisconsin Electric Power Co.  
Xcel Energy Inc.  
Zurich American Insurance Co.

## **SCHEDULE 1(j)**

### **Litigants**

Agnello, Melodie  
Ahumada, Maria  
Alonzo, Margarito  
American Airlines Inc.  
Association of Flight Attendants - CWA  
CXT Inc.  
DeLaRosa, Joyce  
Desalvo, Brett  
eCeipt LLC  
Gomez, Nancy  
Grubb, David  
Hajjar, Elie  
Hoffman, Michael  
Hughes, Alexandra  
J.A.B. - Columbia Inc.  
J.A.B. - Forest Drive Inc.  
J.A.B. - Harbison Inc.  
Jenkins, Dora  
Johnson, Keith  
Joy, Lisa  
Kaufman Franco LLC  
Larkin, Daniel  
Legacy Plan of the National Retirement Fund  
Lexos Media IP LLC  
Mackonochie, Rosemary  
Martin, Dominick  
Mendez, Himelda  
Morgan, Jon R.  
Onody, Juliette  
Owens, Michael Eugene  
Poole, Heather  
Sefton, Sharon  
Wagoner, Michele  
West Knoxville Inc.  
WJCA Inc.  
Zakaryan, Arthur  
Zuniga, Cristian  
Zurbriggen, Thor

## **SCHEDULE 1(k)**

### **Ordinary Course Professionals**

Armstrong Teasdale LLP  
Baker & McKenzie LLP  
Centralis Cayman Ltd.  
Deloitte LLP  
Fragomen Del Rey Bernsen & Loewy LLP  
Freeths LLP  
FTI Consulting Inc.  
Greenberg Traurig LLP  
KPMG LLP  
Stewart McKelvey LLP  
Venable LLP  
Vorys Sater Seymour & Pease LLP

**SCHEDULE 1(I)**

**Partnerships**

WH Buyer LLC

**SCHEDULE 1(m)**

**Professionals**

A&G Realty Partners LLC  
AlixPartners LLP  
Berkeley Research Group LLC  
Gibson Dunn & Crutcher LLP  
Houlihan Lokey Inc.  
M-III Partners LP  
Morgan Lewis & Bockius LLP  
Pachulski Stang Ziehl & Jones LLP  
PJT Partners Inc.  
Prime Clerk LLC

## **SCHEDULE 1(n)**

### **Taxing Authorities**

Aon Reed Stenhouse Inc.  
Calgary, City of (AB)  
California, State of, State Board of Equalization  
Delaware, State of, Department of Finance, Office of Unclaimed Property  
Fulton, County of (GA), Tax Commissioner  
HAB-EIT  
Illinois, State of, Department of Employment Security  
Illinois, State of, Director of Employment Security  
Illinois, State of, Secretary of State  
Massachusetts, Commonwealth of, Department of Employment & Training  
Massachusetts, Commonwealth of, Department of Unemployment, Division of Unemployment Assistance  
Michigan, State of, Employment Security Commission  
Mississippi, State of, Department of Revenue, Tax Commission  
National Retirement Fund  
New Jersey, State of, Department of Treasury, Division of Taxation  
New York, City of (NY), Department of Finance  
New York, State of, Comptroller  
New York, State of, Department of Taxation and Finance, Employment Taxes  
North Carolina, State of, Department of Revenue  
Ohio, State of, Bureau of Worker's Compensation  
Ohio, State of, Regional Income Tax Agency  
Ohio, State of, Treasurer  
Revenu Quebec  
San Francisco, City of (CA), Department of Public Health, Healthy San Francisco  
Toronto, City of, Treasurer  
United States, Government of the, Department of the Treasury, Customs Services  
Virginia, Commonwealth of, Employment Commission  
Washington, State of  
Washington, State of, Department of Labor & Industries  
Workers United, Midatlantic Regional Joint Board  
Workplace Safety & Insurance Board, The

**SCHEDULE 1(o)**

**Trustee & Agent Counsel**

Bank of New York Mellon Corp., The  
Clifford Chance LLP  
Emmet Marvin & Martin LLP  
JPMorgan Chase Bank NA  
Morgan Lewis & Bockius LLP  
WSFS Financial Corp.

## **SCHEDULE 1(p)**

### **U.S. Trustee Personnel, Judges, and court contacts for the Southern District of Texas (and key staff members)**

Alonzo, Albert  
Boykin, Jacqueline  
Bradley, David J.  
Castro, Ana  
Chavez, Jeannie  
Conrad, Tracey  
Do, LinhThu  
Duran, Hector  
Griffin, Barbara  
Hobbs, Henry G., Jr.  
Isgur, Marvin  
Johnson-Davis, Luci  
Jones, David R.  
Laws, Tyler  
Livingstone, Diane  
Lopez, Christopher  
March, Christine  
Motton, Linda  
Norman, Jeffrey P.  
Otto, Glenn  
Patrick, Ryan K.  
Picota, Kimberly  
Portillo, Vriana  
Rios, Mario  
Rodriguez, Eduardo V.  
Schmidt, Patricia  
Seldona, Rosario  
Simmons, Christy  
Smith, Gwen  
Statham, Stephen  
Waxton, Clarissa

**SCHEDULE 1(q)**

**UCC Lien Filer**

CIT Bank NA  
Colonnade At Polo Park LP  
CT Corp. System, As Representative  
Huntington Technology Finance Inc.  
JPMorgan Chase Bank NA  
KMBS Business Solutions USA Inc.  
Konica Minolta Business Solutions USA Inc.  
Pure Health Solutions Inc.  
Raymond Leasing Corp.

## **SCHEDULE 1(r)**

### **Unions**

Unite Here

Workers United Local 340, New York New Jersey Regional Joint Board

Workers United, Mid-Atlantic Joint Board

**SCHEDULE 2**

<b>Name of Entity Searched</b>	<b>Name of Entity and/or Affiliate of Entity, that is a K&amp;E Client</b>	<b>Status</b>
Adams Street Partners LLC	Adams Street Partners Jeffrey W. Burgis	Current Current
Adobe Systems Inc.	Adobe Systems, Inc.	Closed
ADT LLC	AEPF III 34 S.à r.l. Apollo Capital Management, L.P. Apollo Global Management, Inc. Apollo Management International LLP MidCap Financial Services, LLC	Current Current Current Current Closed
Agilone Inc.	Acquia, Inc.	Current
AlixPartners LLP	Public Sector Pension Investment Board	Current
AlixPartners LLP  Energir Inc. Ivanhoe Cambridge	Caisse de dépôt et placement du Québec	Current
Allianz Global Investors US LLC Allianz Global Risks US Insurance Co. Corp. Allianz SE Pacific Investment Management Co. LLC	Allianz Capital Partners GmbH Pacific Investment Management Company, LLC  PIMCO Bravo Fund I, L.P. PIMCO BRAVO Fund II LP  PIMCO Dynamic Income Fund	Former Current  Closed Closed  Closed
Allied Universal Security Services	Allied Universal	Current
American Airlines Inc.	Material Services Company, Inc.	Closed
American Casualty Co. of Reading, Pennsylvania Inc.  CNA Financial Corp. Continental Casualty Co. Inc.	Consolidated Container Company  Continental Casualty Company Kevin Leidwinger	Closed  Current Current
Amundi Pioneer Asset Management USA Inc.	Crédit Agricole Corporate and Investment Bank  FCPI Crédit Agricole PME Innovation 2009	Current  Closed
Aon Reed Stenhouse Inc.  Aon Risk Services Inc. of Florida	Aon Affinity Administradora de Beneficios Ltda.  Aon Corporation	Current  Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Aon Financial Services Group, Inc. Aon Holdings Corretores de Seguros Ltda. Aon Risk Services Central Inc. Aon Risk Services Companies, Inc. Aon Risk Services Northeast Inc. Aon Risk Services Southwest, Inc. Stroz Friedberg	Current Current  Current Current Current Current Closed
AQR Capital Management LLC	AQR Capital Management Group GP LLC	Current
CNH Partners LLC	AQR Capital Management Group LP	Current
	AQR Capital Management, LLC	Current
Ares Management LLC	ACE (BVI) Limited American Capital Equity Management II, LLC American Capital, Ltd. Antony Ressler Ares Capital Corporation Ares Commercial Real Estate Corporation Ares Energy Investors Fund V, L.P. Ares Energy Opportunities Fund, LP Ares European Real Estate Advisors IV, L.P. Ares European Real Estate Fund III, L.P. Ares Management Corporation and certain of its funds Ares Management Limited Ares Management LLC Ares SSG Capital Management Limited Ares US Real Estate Opportunity Fund II, L.P. Ares US Real Estate Opportunity Fund III, L.P. Ares US Real Estate Opportunity Parallel Fund III-A, LP	Current Current  Closed Former Current Current  Current  Current Current Current  Current Current Current  Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	David B. Kaplan	Closed
	James H. Simmons, III	Current
AT&T Inc.	AT&T Corp.	Closed
	AT&T Inc.	Closed
	AT&T Intellectual Property II L.P.	Closed
	AT&T Intellectual Property LLC	Closed
	AT&T Services, Inc.	Current
	DIRECTV Enterprises, LLC	Current
	DIRECTV Group Holdings, LLC	Current
	DIRECTV Holdings LLC	Current
	DIRECTV Merchandising, Inc.	Current
	DIRECTV Operations LLC	Current
	DIRECTV Sports Networks LLC	Current
	Directv, LLC	Current
	Hello Sunshine	Closed
	The DIRECTV Group, Inc.	Current
Baltimore Gas & Electric Co.	Exelon Corporation	Current
Commonwealth Edison Corp.	William A. Von Hoene, Jr.	Current
Constellation NewEnergy Inc.		
PECO Energy Co.		
Bank of America Corp.	BA Capital Company, L.P.	Closed
	Banc of America Capital Investors SBIC, L.P.	Closed
	BancAmerica Capital Investors SBIC II, L.P.	Closed
	Bank of America Capital Investors LP	Closed
	Bank of America Corporation	Current
	Bank of America Merrill Lynch	Current
	Bank of America Securities Limited	Closed
	Bank of America Ventures	Closed
	Bank of America, N.A.	Current
	Benjamin Klein	Current
	Merrill Lynch Capital Services, Inc.	Closed
	Merrill Lynch, Pierce, Fenner & Smith, Inc.	Closed
Bank of Montreal	BMO Capital Markets	Current
	BMO Capital Markets Corp.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	BMO Harris Bank NA	Current
	BMO Nesbitt Burns Inc.	Current
Bank of New York Mellon Corp., The Mellon Investments Corp.	Alcentra Ltd.	Closed
Barclays Bank plc	Barclays	Current
	Barclays Capital Inc.	Closed
Barings LLC	Barings Global Advisers Limited	Closed
Barrow Hanley Mewhinney & Strauss Inc.	Campbell Global, LLC	Current
BB&T Corp.	BB&T Corp.	Current
	BB&T Insurance Holdings, Inc.	Current
	SunTrust Banks, Inc.	Current
	Truist Bank	Current
	Truist Financial Corp.	Current
BBC America	BBC Studios Limited	Current
BBVA Compass	BBVA Bancomer Servicios, S.A., Institucion de Banca Multiple, Grupo Financiero BBVA Bancomer, as trustee of Trust F/703850	Closed
	BBVA Compass Bancshares, Inc.	Closed
	Compass Bank N.A.	Closed
Benefit Street Partners LLC	Benefit Street Partners	Closed
Clarion Partners LLC	Clarion Partners LLC	Current
Western Asset Management Co. LLC	Franklin Templeton Investments Corp.	Closed
BentallGreenOak	SLC Management	Current
Sun Life Financial Inc.		
BentallGreenOak	TFG Asset Management LP	Current
Berkeley Research Group LLC	Berkeley Research Group, LLC	Closed
Black Creek Group	BC Mexico LLC	Current
	Black Creek Group, LLC	Current
	Black Creek Mexico LLC	Closed
BlackRock Fund Advisors	BlackRock, Inc.	Current
	Mark B. Florian	Current
	Patrick C. Eilers	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Blue Cross and Blue Shield of Texas Inc.	Blair W. Todt	Former
	Blue Cross & Blue Shield of New Mexico	Current
	Blue Cross and Blue Shield of Illinois	Current
	Blue Cross and Blue Shield of New Mexico	Current
	Blue Cross and Blue Shield of Oklahoma	Current
	Blue Cross and Blue Shield of Texas	Current
	Blue Cross and Blue Shield of Texas, Inc.	Closed
	Blue Cross Blue Shield of Illinois	Current
	Blue Cross Blue Shield of Oklahoma	Current
	Blue Cross Blue Shield of Texas, Inc.	Current
	BlueCross BlueShield of Illinois	Closed
	Caring for Montanans Inc.	Current
	Eric A. Feldstein	Current
	Health Care Service Corporation	Current
Calvin Klein Suits G-III Phillips Van Heusen Corp. PVH Dress Shirt Group Superba Inc. Van Heusen	Calvin Klein, Inc.	Current
Canada, Government of, Border Services Agency	CPP Investment Board	Current
	CPPIB Asia Inc. CPPIB Canada Inc.	Current Current
Canyon Capital Advisors LLC	AECOM-Canyon Real Estate Fund Advisors LLC	Closed
	Canyon Capital Advisors LLC	Current
	Ice Canyon (Europe) Limited	Closed
	ICE Canyon LLC	Current
Carlyle Invest Management LLC	Carlyle Asia Growth Partners IV LP	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Sedgwick Claims Management Services Inc.	Carlyle Asia Investment Advisors Limited	Current
	Carlyle Aviation Fund Management LLC	Current
	Carlyle Energy Mezzanine Opportunities Fund II, L.P.	Current
	Carlyle Global Credit Investment Management LLC	Former
	Carlyle Group, The	Current
	Carlyle Infrastructure Fund, L.P.	Current
	Carlyle Investment Management LLC	Closed
	Carlyle Realty Partners III, L.P.	Closed
	Carlyle Realty Partners IV, L.P.	Closed
	Carlyle Realty Partners V, L.P.	Closed
	Carlyle Realty Partners, L.P.	Closed
	CECP Advisors LLP	Closed
	Sedgwick Claims Management Services, Inc.	Current
	The Carlyle Group	Current
	The Carlyle Group Europe - CEP IV Advisor S.a r.l.	Closed
CBL & Associates Management Inc.	CBL & Associates Limited Partnership	Closed
	CBL & Associates Properties, Inc.	Closed
CBRE Inc.	CBRE Global Investors, Inc.	Current
	Kelly Silverman	Closed
Center At Elida LLC Washington Prime Group Inc.	Washington Prime Group Inc.	Current
CheetahMail	Alex Slusky	Current
	Andrew Fishman	Former
	David Fishman	Current
	Vector Capital Credit Opportunity Fund L.P.	Current
	Vector Capital Credit Opportunity Master Fund L.P.	Current
	Vector Capital Credit Opportunity Offshore Fund Ltd.	Current
	Vector Capital II International, L.P.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Vector Capital II, L.P.	Current
	Vector Capital II/II Extension, L.P.	Current
	Vector Capital III International, L.P.	Current
	Vector Capital III, L.P.	Current
	Vector Capital IV International, L.P.	Current
	Vector Capital IV, L.P.	Current
	Vector Capital Management, L.P.	Current
	Vector Capital V LP	Current
CIFC Asset Management LLC	CIFC Asset Management Europe Limited	Current
	CIFC Asset Management LLC	Current
Cigna Healthcare	Cigna Behavioral Health, Inc.	Current
	Cigna Corporation	Current
	Cigna Health and Life Insurance Company	Current
	Cigna Health Corporation	Current
	Cigna Healthcare - Mid-Atlantic, Inc.	Closed
	Cigna Healthcare of California Inc.	Current
	Cigna Healthcare of Colorado, Inc.	Closed
	CIGNA Healthcare of Florida, Inc.	Current
	CIGNA Healthcare of Georgia, Inc.	Current
	CIGNA HealthCare of North Carolina, Inc.	Current
	CIGNA HealthCare of Pennsylvania, Inc.	Current
	CIGNA HealthCare of South Carolina, Inc.	Current
	CIGNA HealthCare of St. Louis, Inc.	Current
	Cigna Healthcare of Tennessee, Inc.	Current
	CIGNA Healthcare of Texas, Inc.	Current
	CIGNA Healthcare, Inc.	Closed
	CIGNA Insurance Co.	Current
	Connecticut General Life Insurance Company	Current
CIM Group LP	CIM Group LLC	Current
Citation Management	Earnest Operations LLC	Closed
	Navient Corporation	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Navient Solutions, Inc.	Current
	Navient Solutions, LLC	Current
Cole Haan Inc.	Apax Digital LP	Current
	Apax Europe V, L.P.	Current
	Apax Europe VI LP	Current
	Apax Europe VII LP	Current
	APAX Excelsior VI, L.P.	Current
	APAX Excelsior VI-A C.V.	Current
	APAX Excelsior VI-B C.V.	Current
	Apax Foundation	Current
	Apax IX EUR	Current
	Apax IX USD	Current
	Apax Partners Europe Managers Ltd.	Current
	Apax Partners LLP	Current
	Apax VIII EUR	Current
	Apax VIII USD	Current
	Cole Haan LLC	Current
	Cole Haan Technical Consultation (Dongguan) Co. Ltd.	Closed
Cox Inc.	NextGear Capital, Inc.	Current
Coyote Logistics UPS SCS Dallas UPS SCS Inc.	Coyote Logistics, LLC	Closed
Crescent Capital Group LP	Crescent Capital BDC, Inc.	Current
CSMC 2007-C1	Credit Suisse (Hong Kong) Limited	Current
	Credit Suisse AG	Current
	Credit Suisse AG, Executive Board	Current
	Credit Suisse Group AG	Current
	Credit Suisse Group AG, Executive Board	Current
	Credit Suisse International	Current
	Credit Suisse Securities (USA) LLC	Current
	Credit Suisse Securities Europe Ltd.	Current
Cushman & Wakefield plc	C&W Secure Services Inc.	Current
	Cushman & Wakefield, Inc.	Current
CVC CR Parts LLC	CVC Advisers Limited	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	CVC Capital Partners Advisory (U.S.) Inc.	Closed
	CVC Credit Partners, LLC	Current
	CVC European Equity V Limited	Current
CVSC LLC	Enlivant	Current
	Heather Smith Thorne	Closed
	Strategic Office Partners	Current
	TPG Asia VI SF Pte Ltd.	Current
	TPG Capital	Current
	TPG China Limited	Current
	TPG Europe LLP	Current
	TPG Global LLC	Closed
	TPG Global, Inc.	Current
	TPG Global, LLC	Current
	TPG Group Holdings (SBS), L.P.	Current
	TPG Growth LLC	Current
	TPG Growth, LLC	Current
	TPG RE Finance 21 Ltd.	Current
	TPG RE Finance 6 LLC	Current
	TPG RE Finance 7 LLC	Current
	TPG RE Finance Trust CLO Sub-REIT Corp.	Current
	TPG RE Finance Trust CLO Sub-REIT Parent LLC	Current
	TPG RE Finance Trust HoldCo LLC	Current
	TPG RE Finance Trust, Inc.	Current
	TPG RE II Arlington SPV I, Limited Partnership (PEI)	Current
	TPG RE II Arlington SPV II, Limited Partnership (PEI)	Current
	TPG RE II Arlington SPV III, Limited Partnership (PEI) (2)	Current
	TPG Real Estate	Current
	TPG Real Estate Partners II, L.P.	Current
	TPG Sixth Street Partners LLC	Current
	TPG Sixth Street Partners, LLC	Current
	TPG Star VPSI, L.P.	Closed
Deloitte LLP	Adrian Peter Berry	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Clare Boardman	Current
	Deloitte Consulting LLP	Current
	Deloitte LLP	Current
	Deloitte Tax LLP	Current
	Deloitte USA LLP	Current
DK Management Partners LP	Davidson Kempner	Current
	Davidson Kempner European Partners, LLP	Current
	Davidson Kempner Partners	Current
Dominion Energy Inc.	Daniel Carro	Closed
	Dominion Energy Questar Corporation	Closed
	Dominion Energy Services, Inc.	Current
	SCANA Corporation	Closed
Duke Energy Corp.	Duke Energy Corporation	Closed
Duke Energy Indiana LLC	Piedmont Natural Gas	Closed
Duke Energy Kentucky Inc.		
DWS Group GmbH & Co. KGaA	DB U.S. Financial Markets	Current
	Deutsche Bank	Closed
	Deutsche Bank AG	Current
	Deutsche Bank AG, London Branch	Current
	Deutsche Bank AG, New York Branch	Current
	Deutsche Bank Americas Holding Corp.	Current
	Deutsche Bank Securities Inc.	Current
	Deutsche Bank Trust Co. Americas	Current
	Deutsche Bank Trust Corp.	Current
	RREEF Management Company	Closed
Empower Software Solutions Inc.	GIC Infra Holdings Pte Ltd.	Current
	GIC Private Markets Private Limited	Current
	GIC Pte. Ltd.	Closed
	GIC Real Estate Inc.	Current
Empower Software Solutions Inc.	BCP (Singapore) VI Cayman Acquisition Co. Ltd.	Current
ShopCore Properties LP	BCP VIII, L.P.	Current
	Bilal Khan	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Blackstone Alternative Asset Management LP	Current
	Blackstone Alternative Solutions LLC	Current
	Blackstone Asia	Current
	Blackstone CQP Holdco LP	Current
	Blackstone Family Real Estate Partnership (Offshore) VIISMD L.P.	Current
	Blackstone Family Real Estate Partnership Europe IV-SMD L.P.	Current
	Blackstone Group, The	Current
	Blackstone Infrastructure Partners	Current
	Blackstone ISG-I Advisors LLC	Current
	Blackstone ISG-II Advisors LLC	Current
	Blackstone Life Sciences Advisors LLC	Current
	Blackstone Management Partners LLC	Current
	Blackstone Mortgage Trust Inc.	Current
	Blackstone Property Partners LP	Current
	Blackstone Real Estate	Current
	Blackstone Real Estate Advisors	Current
	Blackstone Real Estate Advisors, LP	Current
	Blackstone Real Estate Holdings (Offshore) VII-NQ L.P.	Current
	Blackstone Real Estate Holdings (Offshore) VII-NQ - ESC L.P.	Current
	Blackstone Real Estate Holdings Europe IV-NQ ESC L.P.	Current
	Blackstone Real Estate Partners	Current
	Blackstone Real Estate Partners (Offshore) VII.F-NQ L.P.	Current
	Blackstone Real Estate Partners (Offshore) VII.TE.1-8-NQ L.P.	Current
	Blackstone Real Estate Partners (Offshore) VII-NQ L.P.	Current
	Blackstone Real Estate Partners Europe	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Blackstone Real Estate Partners Europe IV-NQ L.P.	Current
	Blackstone Real Estate Partners Limited	Current
	Blackstone Real Estate Special Situations Advisors LLC	Current
	Blackstone Singapore Pte Ltd.	Current
	Blackstone Strategic Capital Holdings	Former
	Blackstone Strategic Capital Holdings L.P.	Current
	Blackstone Strategic Opportunity Fund	Current
	Blackstone Strategic Partners	Current
	Blackstone Tactical Opportunities	Former
	Blackstone Tactical Opportunities Advisors LLC	Current
	Blackstone Tactical Opportunities Fund LP	Closed
	David I. Foley	Current
	GSO Capital Opportunities Fund III LP	Closed
	GSO Capital Partners	Current
	GSO Capital Partners International LLP	Current
	GSO Capital Partners LP	Current
	John-Paul Munfa	Current
	Jonathan Korngold	Closed
	Strategic Partners Fund Solutions	Current
	The Blackstone Group	Current
	The Blackstone Group International Partners LLP	Current
	Vikram Suresh	Current
Empower Software Solutions Inc.	CPP Investment Board	Current
	CPPIB Asia Inc.	Current
	CPPIB Canada Inc.	Current
Empower Software Solutions Inc.	Ultimate Software Group, Inc.	Closed
Empower Software Solutions Inc.	Hellman & Friedman LLC	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Enbridge Gas Inc.	Enbridge Inc.	Current
Erwin Penland LLC	Philippe Krakowsky	Current
ESPN	Hulu LLC	Current
Hulu LLC	Twentieth Century Fox Film Corporation	Current
	Twenty-First Century Fox, Inc.	Current
	Walt Disney Co., The	Current
	Walt Disney Company, The	Closed
Facebook Inc.	Facebook Payments, Inc.	Current
	Facebook Services, Inc.	Current
	Facebook Technologies LLC	Current
	Facebook, Inc.	Current
Federal Express Corp.	FedEx Trade Networks, Inc.	Closed
First Eagle Alternative Credit LLC	First Eagle Alternative Credit LLC	Current
First Eagle Investment Management LLC		
Five Arrows Managers North America LLC	Five Arrows Managers SAS	Current
Florida Power & Light Co.	ClearSky Power & Technology Fund I LLC	Closed
	NextEra Energy Constructors LLC	Current
	NextEra Energy Inc.	Current
	NextEra Energy Marketing LLC	Current
	NextEra Energy Operating Services LLC	Current
	NextEra Energy Project Management LLC	Current
	NextEra Energy Resources, LLC	Current
	NextEra Energy Transmission Southwest LLC	Current
	NextEra Energy, Inc.	Current
Freedom Specialty Insurance Co.	Nationwide Mutual Insurance Company	Current
	Veterinary Pet Insurance Company	Closed
Frontier Communications Corp.	Frontier ABC LLC	Closed
	Frontier California Inc.	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Frontier Communications - Midland, Inc.	Current
	Frontier Communications - Prairie, Inc.	Current
	Frontier Communications - Schuyler, Inc.	Current
	Frontier Communications Corporate Services Inc.	Current
	Frontier Communications Corporation	Current
	Frontier Communications ILEC Holdings LLC	Closed
	Frontier Communications Northwest Inc.	Closed
	Frontier Communications of America, Inc.	Current
	Frontier Communications of AuSable Valley, Inc.	Current
	Frontier Communications of Breezewood, LLC	Current
	Frontier Communications of Canton, LLC	Current
	Frontier Communications of Delaware, Inc.	Current
	Frontier Communications of DePue, Inc.	Current
	Frontier Communications of Georgia LLC	Closed
	Frontier Communications of Illinois, Inc.	Current
	Frontier Communications of Indiana LLC	Closed
	Frontier Communications of Iowa, LLC	Current
	Frontier Communications of Lakeside, Inc.	Current
	Frontier Communications of Lakewood, LLC	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Frontier Communications of Michigan, Inc.	Current
	Frontier Communications of Minnesota, Inc.	Current
	Frontier Communications of Mississippi LLC	Closed
	Frontier Communications of Mt. Pulaski, Inc.	Current
	Frontier Communications of New York, Inc.	Current
	Frontier Communications of Orion, Inc.	Current
	Frontier Communications of Oswayo River LLC	Current
	Frontier Communications of Pennsylvania, LLC	Current
	Frontier Communications of Rochester, Inc.	Current
	Frontier Communications of Seneca-Gorham, Inc.	Current
	Frontier Communications of Sylvan Lake, Inc.	Current
	Frontier Communications of the Carolinas LLC	Closed
	Frontier Communications of the South, LLC	Current
	Frontier Communications of the Southwest Inc.	Closed
	Frontier Communications of Thorntown LLC	Closed
	Frontier Communications of Virginia, Inc.	Current
	Frontier Communications of Wisconsin LLC	Closed
	Frontier Communications Online and Long Distance Inc.	Closed
	Frontier Communications Services Inc.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Frontier Directory Services Company, LLC	Current
	Frontier Florida LLC	Closed
	Frontier Infoservices Inc.	Closed
	Frontier Midstates Inc.	Closed
	Frontier Mobile LLC	Closed
	Frontier North Inc.	Current
	Frontier Security Company	Current
	Frontier Services Corp.	Closed
	Frontier Southwest Incorporated	Current
	Frontier Subsidiary Telco LLC	Closed
	Frontier Techserv Inc.	Closed
	Frontier Telephone of Rochester, Inc.	Current
	Frontier Video Services Inc.	Current
	Frontier West Virginia Inc.	Closed
FTI Consulting Inc.	FTI Consulting, Inc.	Current
	FTI, LLC	Closed
	John Howard Batchelor	Current
	Kenneth Fung	Current
Google Inc.	Intersection Holdings, LLC	Current
	Sidewalk Infrastructure Partners	Current
	Sidewalk Labs Employees, L.L.C.	Closed
	Waymo LLC	Current
Guardian Investor Services LLC	Broadshore Capital Partners, LLC	Closed
Hines Global REIT 2615 Medical Center Parkway LLC	Hines	Current
	HMS Income Fund, Inc.	Closed
Houlihan Lokey Inc.	Houlihan Lokey EMEA, LLP	Current
HSBC Bank plc	Hongkong & Shanghai Banking Corp. Ltd., The	Closed
	HSBC Bank USA NA	Closed
	HSBC Holdings plc	Current
Huntington Technology Finance Inc.	Huntington Bancshares Incorporated	Closed
	The Huntington National Bank	Closed
Illinois, State of, Department of Employment Security	Illinois Executive Ethics Commission	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Illinois, State of, Director of Employment Security	Illinois Torture Inquiry and Relief Commission	Current
Illinois, State of, Secretary of State	Office of the Governor, State of Illinois	Current
Indianapolis Power & Light Co.	The AES Corporation	Closed
Intermediate Capital Group plc	ICG Europe Fund VI Jersey Limited	Closed
	Intermediate Capital Group Inc.	Current
	Intermediate Capital Group plc	Closed
Invesco Capital Management LLC Invesco Ltd.  Invesco Senior Secured Management Inc.	Invesco Private Capital, Inc.	Current
	Invesco Senior Secured Management, Inc.	Current
	WL Ross & Co. LLC	Closed
Jersey Central Power & Light Co.	FirstEnergy Corporation	Closed
Jiaxing Burlington Textile Co. Ltd.	Centerline Capital Management, LLC	Current
	International Textile Group, Inc.	Closed
	Platinum Equity, LLC	Current
Jones Apparel Group	Premier Brands Group LLC	Current
Jones Lang LaSalle Inc. RAR-2-Villa Marina Center CA LLC	JLL Partners Inc.	Closed
	JLL Partners, LLC	Current
	Jones Lang LaSalle Group	Current
	Jones Lang LaSalle Income Property Trust, Inc.	Current
	LaSalle Investment Management	Current
JPMorgan Chase Bank NA	Chase Bank USA, N.A.	Closed
	Chase Paymentech Solutions, LLC	Closed
	Highbridge Capital Management, LLC	Current
	J.P. Morgan Securities (Far East) Limited	Closed
	J.P. Morgan Securities Asia Pacific Limited	Current
	J.P. Morgan Securities LLC	Current
	JPMorgan Asset Management - Global Real Assets	Closed
	JPMorgan Chase & Co.	Current
	JPMorgan Chase Bank NA	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	JPMorgan Funds Limited	Current
	JPMorgan Investment Management Inc. - Global Special Situations	Current
	JPMorgan Investment Management Inc. - Infrastructure Investment Group	Current
	JPMorgan Ventures Energy Corporation	Current
Kenneth Cole Footwear Kenneth Cole Pants Kenneth Cole Productions Inc. Kenneth Cole Tailored Kenneth Cole/PVH	Kenneth Cole Productions	Current
KeyBank NA	KeyBanc Capital Markets Inc.	Closed
King Street Capital Management LP	King Street Capital Management L.P.	Current
	King Street Europe LLP	Current
	Wentworth Sons Holdings S.C.A.	Closed
	Wentworth Sons Senior Claims S.a.r.l.	Closed
	Wentworth Sons Sub-Debt S.a.r.l.	Closed
KMBS Business Solutions USA Inc. Konica Minolta Business Solutions USA Inc.	All Covered, Inc.	Closed
Knot Worldwide Inc., The	Brian Ruder	Current
	Permira Advisers Ltd.	Closed
	Permira Credit Solutions III G.P. Limited	Current
	Ryan G. Lanpher	Current
	Thomas Eggemeier	Current
	Thomas Phillip Guinand	Current
KPMG LLP	KPMG (HK)	Current
	KPMG (Ireland)	Closed
	KPMG Auditores, S.L.	Current
	KPMG International Cooperative	Current
	KPMG Law Firm	Closed
	KPMG LLP	Current
	KPMG LLP (Canada)	Current
	KPMG LLP (Singapore)	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Lenovo (United States) Inc.	Lenovo (United States) Inc.	Current
	Lenovo Group Ltd.	Current
	Lenovo Technologies (UK) Ltd.	Current
	Ultimate Lenovo Limited	Closed
Lexington Realty Trust	Lexington Realty Trust	Current
Li & Fung Ltd.	Alan D. Yang	Current
	GLP Capital Partners L.P.	Current
	GLP CP Properties LLC	Current
	GLP Pte Ltd.	Current
	GLP US Management Holdings II LLC	Current
	GLP US Management LLC	Current
Lincoln National Life Insurance Co., The	Li & Fung Limited	Current
	Lincoln Financial Group	Closed
LogicSource Inc.	Bain Capital Beteiligungsberatung GmbH	Closed
	Bain Capital Credit (Asia), LLC	Closed
	Bain Capital Credit LP	Current
	Bain Capital Credit, Ltd.	Current
	Bain Capital Double Impact	Current
	Bain Capital Double Impact Fund LP	Current
	Bain Capital Europe, LLC	Current
	Bain Capital Everest Manager Holding, S.C.A.	Closed
	Bain Capital Everest Manager S.a.r.l.	Closed
	Bain Capital Investors LLC	Current
	Bain Capital Private Equity (Asia), LLC	Current
	Bain Capital Private Equity (Europe) LLP	Current
	Bain Capital Private Equity, LP	Current
	Bain Capital Public Equities	Former
	Bain Capital Public Equity, LP	Closed
	Bain Capital Rise Education (HK) Limited	Closed
	Bain Gamma Limited	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	BC Investments X Limited James Hildebrandt Michel G.P. Plantevin Stephen Zide	Current Current Current Current
Long Island Power Authority  New York, City of (NY), Department of Finance	NYC Department of Small Business Services	Current
Lucky Brand Jeans	Leonard Green & Partners LP Lucky Brand Dungarees Inc. Lucky Brand Dungarees LLC Lucky Brand Dungarees Stores Inc. Lucky Brand Dungarees Stores LLC Lucky Brand LLC Peter Nolan	Current Current Current Current Current Current Closed
M&T Bank Corp.	Wilmington Trust-London Limited	Current
Maersk Inc.	A.P. Møller Capital P/S	Current
Marathon Asset Management LP	Marathon Asset Management, LP	Closed
Midtown Realty Corp.	Berkshire Hathaway Energy Co. BNSF Railway Precision Castparts Corp.	Current Current Closed
M-III Partners LP	M III Acquisition 2 Corp. M III Acquisition Partners 2 Corp.	Closed Closed
New York, State of, Comptroller New York, State of, Department of Taxation and Finance, Employment Taxes	Empire State Development State of New York	Current Closed
North Carolina, State of, Department of Revenue	David Lewis  Philip E. Berger State of North Carolina Timothy K. Moore	Closed  Closed Closed Closed
Nuveen Real Estate TIAA-CREF Investment Management LLC	Nuveen Alternatives Advisors, LLC Teachers Insurance and Annuity Association of America	Current Closed
Oracle America Inc.	Oracle America, Inc. Oracle Corporation	Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Oracle International Corporation Oracle USA, Inc.	Current Current
Pacific Gas & Electric Co.	Pacific Gas and Electric Company	Current
Palmer Square Capital Management LLC	Platform Ventures X LLC	Closed
Perry Ellis Accessories Perry Ellis Menswear LLC	George Feldenkreis Oscar Feldenkreis	Closed Closed
PGIM Inc.	Prudential Insurance Company of America	Closed
Pier 1 Imports Inc.	Pier 1 Assets, Inc.	Current
	Pier 1 Holdings, Inc.	Current
	Pier 1 Imports (U.S.), Inc.	Current
	Pier 1 Imports, Inc.	Current
	Pier 1 Licensing, Inc.	Current
	Pier 1 Services Company	Current
	Pier 1 Value Services, LLC	Current
PJT Partners Inc.	PJT Partners (UK) Limited	Current
	PJT Partners Holdings LP	Former
PNC Bank NA	PNC Bank NA	Closed
	PNC Financial Services Group Inc., The	Closed
	PNC Merchant Services Company, L.P.	Closed
Post Advisory Group LLC	Principal Real Estate Investors LLC	Current
PPL Electric Utilities Corp.	LG&E and KU Energy LLC	Current
Prime Clerk LLC	Duff & Phelps LLC	Current
	Duff & Phelps Ltd.	Current
	Further Global Capital Management, L.P.	Current
	Prime Clerk LLC	Current
Prime Clerk LLC	Duff & Phelps LLC	Current
	Duff & Phelps Ltd.	Current
	Prime Clerk LLC	Current
	Stone Point Capital LLC	Current
Pure Health Solutions Inc.	Advent International Corp.	Current
	Advent International Corporation	Current
RCI Environnement Inc.	USA Waste of California, Inc.	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Waste Management Inc.		
Reflexis Systems Inc.	Zebra Technologies Corporation	Current
Reliant Energy Solutions LLC	NRG Energy, Inc.	Closed
Royal Bank of Canada	BlueBay Asset Management Services Ltd.	Current
	RBC Select Hedge Fund Portfolio Ltd.	Closed
	RBC Wealth Management	Current
Safety National Casualty Corp.	HCC Insurance Holdings, Inc.	Current
	HCC Life Insurance Company	Closed
	HCC Specialty Insurance Company	Closed
	HCC Specialty Underwriters, Inc.	Closed
	Houston Casualty Company	Closed
San Francisco, City of (CA), Department of Public Health, Healthy San Francisco	San Francisco District Attorney's Office	Closed
Schroder Investment Management Ltd. Schroder Investment Management North America Inc.	Karl Dasher	Current
SDD Inc.	Cisco Consumer Products LLC	Current
	Cisco Systems, Inc.	Current
	Cisco-Linksys LLC	Current
Singerman Real Estate LLC	Singerman Real Estate, LLC	Current
Staples Inc.	Beijing Staples Commerce & Trade Co. Ltd. (China)	Current
	Hong Kong Staples Brands Ltd.	Current
	Peter T. Morrow	Current
	Shenzhen Staples Commerce & Trade Co. Ltd. (China)	Current
	Staples (China) Investment Co. Ltd (Shanghai)	Current
	Staples (Shanghai) Company Limited (China)	Current
	Staples Argentina SA (Argentina)	Current
	Staples Asia Investments Ltd. (Cayman)	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Staples Brands Consulting (Shenzhen) Co. Ltd.	Current
	Staples Brands Inc.	Current
	Staples Brands International Ltd.	Current
	Staples Brands Sales, LLC	Current
	Staples Brasil Comercio de Materials para Escritorio Ltda. (Brazil)	Current
	Staples Canada Holdings III, Inc.	Current
	Staples Canada Holdings, LLC	Current
	Staples Canada ULC	Current
	Staples Connecticut LLC (DE)	Current
	Staples Contract & Commercial, Inc.	Current
	Staples Cyprus Holdings L.P.	Current
	Staples Cyprus Holdings, Ltd.	Current
	Staples Cyprus Intermediary Holdings, Ltd.	Current
	Staples Dutch Management BV	Current
	Staples E-Commerce (Shanghai) Co. Limited (China)	Current
	Staples E-Commerce (Tianjin) Co., Ltd. (China)	Current
	Staples Global Holdings, Ltd.	Current
	Staples Global Markets, Inc.	Current
	Staples GP, LLC	Current
	Staples Hong Kong Investments Limited (Hong Kong)	Current
	Staples Inc.	Current
	Staples of Maryland LLC (DE)	Current
	Staples Procurement & Management Services PLC	Current
	Staples Project 2017, LLC	Current
	Staples Promotional Products Canada Ltd.	Current
	Staples Shared Service Center (Europe) II BVBA	Current
	Staples Shared Service Center, LLC	Current
	Staples Taiwan Branch	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Staples Taiwan Corporation Limited (Cayman)	Current
	Staples the Office Superstore, LLC (DE)	Current
	Staples Value, LLC (VA)	Current
	Staples Ventures, LLC	Current
	Staples, Inc.	Current
	Stefan Kaluzny	Current
	Sycamore Partners (Co-Invest) LLC	Closed
	Sycamore Partners A LP	Current
	Sycamore Partners Associates Co-Invest, Inc.	Closed
	Sycamore Partners Associates Investments LP	Closed
	Sycamore Partners Associates LP	Closed
	Sycamore Partners Associates-C, LP	Closed
	Sycamore Partners II, LP	Current
	Sycamore Partners III, LP	Current
	Sycamore Partners Management LP	Current
	Sycamore Partners Torrid, LLC	Closed
	Sycamore Partners, LP	Closed
	The Staples Group, Inc.	Current
Starcom Worldwide Inc.	Lion Re: Sources, Inc.	Current
Starwood Retail Partners LLC	SCG Global Holdings, LLC	Closed
	SCG K Fund A, SCSp	Current
	Starwood Capital Global I LLC	Current
	Starwood Capital Group Global I LLC	Current
	Starwood Capital Group Global II, L.P.	Closed
	Starwood Capital Group Global, L.P.	Current
	Starwood Capital Group LLC	Closed
	Starwood Capital Operations LLC	Current
	Starwood Distressed Opportunity Fund IX Global, L.P.	Current
	Starwood Distressed Opportunity Fund IX-1 International, L.P.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Starwood Distressed Opportunity Fund IX-1 U.S., L.P.	Current
	Starwood Energy Group Global LLC	Current
	Starwood Energy Infrastructure Co-Invest Fund, L.P.	Current
	Starwood Energy Infrastructure Fund, L.P.	Current
	Starwood International Opportunity Fund IX Investor L.P.	Current
	Starwood Property Trust Inc.	Current
	Starwood Retail	Closed
	Starwood Retail Partners LLC	Closed
	Starwood U.S. Opportunity Fund IX Investor L.P.	Current
	Starwood UK Co-Invest, L.P.	Closed
	Starwood VEP Co-Invest, LLC	Closed
Steele Creek Investment Management LLC	Moelis & Company	Current
	Moelis & Company UK LLP	Closed
	Moelis Australia	Closed
Tata Consultancy Services Ltd.	Tata Consultancy Services Ltd.	Closed
Texas, State of, Employees Retirement System	Greg Abbott, as Governor of Texas	Closed
	Rep. William Ballard Hurd, as a member of the United States House of Representatives (23rd Congressional District - Texas)	Closed
	State of Texas	Closed
Thrivent Investment Management Inc.	Thrivent Financial for Lutherans	Closed
Travelers Casualty & Surety Co. of America Inc.	The Travelers Companies, Inc.	Current
United States, Government of the, Department of Homeland Security, Bureau of Customs & Border Protection	Administrative Office of the United States Courts, Committee on Judicial Misconduct and Disability	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
United States, Government of the, Department of the Treasury, Customs Services	Konstantina Diamantopoulos	Current
	Orly Godfrey	Current
	Robert J. Quigley	Current
	United States Department of Homeland Security	Closed
US Bank NA	U.S. Bank National Association	Closed
	US Bancorp	Closed
	US Bank NA	Closed
Verizon Communications Inc.	Verizon Communications Inc.	Current
	Verizon New York, Inc.	Closed
Victory Capital Management Inc.	Adam Klein	Current
	Crestview Partners LP	Current
	Robert V. Delaney	Current
Virgin Pulse Inc.	David McGovern	Former
	Marlin Management Company, LLC	Current
	Peter B. Spasov	Current
	Virgin Pulse, Inc.	Current
Virginia, Commonwealth of, Employment Commission	M. Kirkland Cox	Closed
	Virginia House of Delegates	Closed
Vollero, Andrew	Vollero, Andrew	Closed
W&H Systems Inc.	Saybrook Capital, LLC	Current
	Saybrook Corporate Opportunity Fund II Feeder, LP	Current
	Saybrook Corporate Opportunity Fund II Master, LP	Current
	Saybrook Corporate Opportunity Fund II Side Pocket Fund, L.P.	Current
	Saybrook Corporate Opportunity Fund, L.P.	Current
	Saybrook Corporate Opportunity Offshore Fund, L.P.	Current
	Saybrook Opportunity Fund II, LP	Current
WCA Waste Corp.	Macquarie Agricultural Funds Management Limited	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Macquarie Capital Group Ltd., U.K. Branch	Current
	Macquarie Capital Investment Management LLC	Current
	Macquarie Capital Ltd.	Current
	Macquarie Capital USA Inc.	Current
	Macquarie Corporate Holdings Pty Ltd	Current
	Macquarie Crop Partners Feeder, L.P.	Current
	Macquarie Crop Partners, L.P.	Current
	Macquarie Group Investments (UK) No. 2 Limited	Closed
	Macquarie Holdings (U.S.A.) Inc.	Closed
	Macquarie Infrastructure & Real Assets (Europe) Limited	Current
	Macquarie Infrastructure and Real Assets Inc.	Closed
	Macquarie Infrastructure and Real Assets Mexico, SA de CV	Closed
	Macquarie Infrastructure and Real Assets, Inc.	Current
	Macquarie Infrastructure Management (Asia) Pty Limited, Singapore Branch	Current
	Macquarie Infrastructure Partners III, L.P.	Current
	Macquarie Infrastructure Partners Inc.	Current
	Macquarie Infrastructure Partners IV, L.P.	Current
	Macquarie Investments US Inc.	Current
	Macquarie PF Inc.	Current
	Macquarie Private Debt Asset Management LLC	Current
	Macquarie Real Estate Investments Holdings (North America), Inc.	Current
	MIP IV ECI (AIV), L.P.	Current
	MIP IV Fawkes, L.P.	Closed
	MIP IV Holdings, L.P.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	MIRA Americas Inc.	Current
Wells Fargo Bank NA	Jon Kossov	Current
	Wells Fargo Securities LLC	Current
WH Buyer LLC	Altera Infrastructure L.P.	Current
	Brookfield Asset Management Inc.	Current
	Brookfield Business Partners LP	Current
	Brookfield Infrastructure Credit Fund	Current
	Brookfield Infrastructure Fund	Closed
	Brookfield Infrastructure Group LLC	Closed
	Brookfield Special Opportunities LLC	Current
	Brookfield Strategic Real Estate Partners III	Former
	BSREP II Bermuda GP L.P.	Closed
	GFI Energy Group of Oaktree Capital Management	Current
	GGPLP, LLC	Closed
	Oaktree Acquisition Corp.	Current
	Oaktree Capital Management, L.P.	Current
	Oaktree Maritime Finance II, LLC	Current
	Oaktree Strategic Credit	Current
	WH Buyer, LLC	Current
White Star Asset Management LLC	Clearlake Capital Group, L.P.	Current
	Clearlake Capital Partners II LP	Current
	Clearlake Capital Partners III LP	Current
	Clearlake Capital Partners IV LP	Current
	Clearlake Capital Partners V LP	Current
	Clearlake Opportunities Partners (P) LP	Current
	Clearlake Opportunities Partners II LP	Current
Whitehorse Capital Partners LP	Bayside Capital	Current
	H.I.G. Bayside Loan Opportunity (Cayman) Fund II, L.P.	Current
	H.I.G. Bayside Loan Opportunity Fund II, L.P.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	H.I.G. Capital International Advisors, LLP H.I.G. Capital LLC H.I.G. Capital Management, Inc. H.I.G. Capital Partners II, L.P. H.I.G. Capital Partners III, L.P. H.I.G. Europe Capital Partners LP H.I.G. European Capital Partners LLP H.I.G. Middle Market LLC H.I.G. Realty Partners H.I.G. Venture Investments, L.P. H.I.G. Venture Partners, L.P.	Current Current Current Current Current Current Current Current Current Current Current
Windstream Communications LLC	Windstream Communications, LLC Windstream Eagle Holdings LLC Windstream Finance Corp. Windstream Holdings, Inc. and its filing affiliates Windstream Lakedale, Inc. Windstream Services LLC	Current Current Current Current Current Current
XL Group Ltd.	AB Commercial Real Estate Debt Series 1-A AB Commercial Real Estate Debt Series 1-B AB Commercial Real Estate Debt Series 1-C AB Institutional Series B AB Institutional Series C AXA REIM SGP XL Global Services, Inc.	Current Current Current Current Current Current Current

**EXHIBIT B**

**Etlin Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:

TAILORED BRANDS, INC., *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)  
) Case No. 20-33900 (MI)  
)  
) (Jointly Administered)  
)

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**DECLARATION OF HOLLY ETLIN IN SUPPORT OF THE  
DEBTOR'S APPLICATION FOR THE ENTRY OF AN ORDER AUTHORIZING  
THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP  
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE  
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF AUGUST 2, 2020**

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I, Holly Etlin, Chief Restructuring Officer of Tailored Brands, Inc., being duly sworn, state the following under penalty of perjury:

1. I am the Chief Restructuring Officer of Tailored Brands, Inc. located at 6100 Stevenson Boulevard, Fremont, California 94538.

2. I submit this declaration (the "Declaration") in support of the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Effective as of August 2, 2020* (the "Application").<sup>2</sup> Except as otherwise noted, I have personal knowledge of the matters set forth herein.

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<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <http://cases.primeclerk.com/TailoredBrands>. The location of the Debtors' service address in these chapter 11 cases is: 6100 Stevenson Boulevard, Fremont, California 94538.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

### **The Debtors' Selection of Counsel**

3. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that bankruptcy professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-bankruptcy engagements.

4. Ultimately, the Debtors retained Kirkland because of its extensive experience in corporate reorganizations, both out-of-court and under chapter 11 of the Bankruptcy Code. More specifically, Kirkland is familiar with the Debtors' business operations and many of the potential legal issues that may arise in the context of these chapter 11 cases. I believe that Kirkland is both well qualified and uniquely able to represent the Debtor in these chapter 11 cases in an efficient and timely manner.

### **Rate Structure**

5. In my capacity as Chief Restructuring Officer, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. Kirkland has informed the Debtors that its rates for bankruptcy representations are comparable to the rates Kirkland charges for non-bankruptcy representations. As discussed below, I am also responsible for reviewing the statements regularly submitted by Kirkland, and can confirm that the rates Kirkland charged the Debtors in the prepetition period are the same as the rates Kirkland will charge the Debtors in the postpetition period.

### **Cost Supervision**

6. Pursuant to the DIP Order,<sup>3</sup> professionals proposed to be retained by the Debtors are required to provide weekly estimates of fees and expenses incurred in these chapter 11 cases.

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<sup>3</sup> “DIP Order” means the *Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority*

As a retained professional, Kirkland will be subject to these reporting requirements. Moreover, the Debtors and Kirkland recognize that in the course of a large chapter 11 case like these chapter 11 cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and Kirkland. The Debtors further recognize that it is their responsibility to monitor closely the billing practices of their counsel to ensure the fees and expenses paid by the estate remain consistent with the Debtors' expectations and the exigencies of the chapter 11 cases. The Debtors will continue to review the statements that Kirkland regularly submits.

7. As they did prepetition, the Debtors will continue to bring discipline, predictability, client involvement, and accountability to the counsel fees and expenses reimbursement process. While every chapter 11 case is unique, the reporting under the DIP Order will provide guidance on the periods of time involved the level of the attorneys and professionals that will work on various matters, and projections of average hourly rates for the attorneys and professionals for various matters.

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*Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Secured Parties, (V) Modifying The Automatic Stay, (VI) Scheduling A Final Hearing, and (VII) Granting Related Relief [Docket No. 85].*

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: September 1, 2020

Respectfully submitted,

/s/ Holly Etlin

Name: Holly Etlin

Title: Chief Restructuring Officer